

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

AMEREN TRANSMISSION COMPANY OF ILLINOIS)	
)	
Petition for a Certificate of Public Convenience and)	
Necessity, pursuant to Section 8-406.1 of the Illinois)	Docket No. 12-0598
Public Utilities Act, and an Order pursuant to Section 8-)	
503 of the Public Utilities Act, to Construct, Operate and)	
Maintain a New High Voltage Electric Service Line and)	
Related Facilities in the Counties of Adams, Brown,)	
Cass, Champaign, Christian, Clark, Coles, Edgar, Fulton,)	
Macon, Montgomery, Morgan, Moultrie, Pike,)	
Sangamon, Schuyler, Scott and Shelby, Illinois.)	

REPLY BRIEF OF AMEREN TRANSMISSION COMPANY OF ILLINOIS

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I. REQUIREMENTS FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

The parties' Initial Briefs confirm that Ameren Transmission Company of Illinois (ATXI) has satisfied all necessary requirements for issuance of a certificate under Section 8-406.1 of the Public Utilities Act. No party disputes that ATXI has the managerial and technical capability to build the Illinois Rivers Project (Project). No party disputes that ATXI has the financial capability to construct the Project. And no party disputes that the Illinois Rivers Project is necessary (some question whether particular lines are needed to support local reliability, but no one disputes that a high-voltage transmission line needs to be built through central Illinois). That ATXI has complied with the filing requirements mandated by Section 8-406.1 is undisputed as well.

II. OVERALL NEED FOR PROPOSED FACILITIES

General Response

As ATXI explained in its Initial Brief (pp. 5-15), the Project is needed *both* to provide regional electric market benefits that “will promote the development of an effectively competitive electricity market” *and* to deliver local reliability benefits and so “provide adequate, reliable and efficient electric service.” The parties' Initial Briefs confirm that the overall need for the Project is not subject to meaningful dispute. Staff agrees that “MISO’s studies demonstrate the need for an additional 345 kV line across the state” and that “[e]ven if reliability and voltage issues were separately resolved, the aggregate cost of all the separate projects plus a 345 kV transmission line across the state are likely to be higher...Therefore, resolving the reliability and voltage issues as part of the larger Illinois Rivers Project would be beneficial to electric customers in Illinois, due to the cost sharing methodology for MISO Multi-Value Projects.” (Staff Init. Br. 8.) Staff concludes that “the facilities are, with the exceptions noted

[related to three substations], necessary to provide adequate, reliable, and efficient service to the public utility's customers or will promote the development of an effectively competitive electricity market that operates efficiently, and is equitable to all customers, within the meaning of Section 8-406.1(f)(1).” (Id.) Other parties also support the Project as necessary, such as the Pearce Family, (Pearce Init. Br. 2). The majority of other parties take no position on the overall need for the Project. (See, e.g., TNC Init. Br. 5; MSSCLPG Init. Br. ¶ III; Thrift/Thompson/Edgar County Intervenors Init. Br. (Amd.) 1; ACPO Init. Br. 3; Donna Allen Init. Br. 1.)

Only the Ragheb Family opposes the overall need for the Project. The crux of their assertions in briefing is that there was no quantitative data on the benefit/cost ratio of the selected 345 kV solution as compared to 765 kV or High Voltage Direct Current (HVDC) technologies. However, this argument is a red herring, as it assumes that 765 kV and HVDC are feasible and appropriate alternatives. As ATXI explained in its Initial Brief (p. 8), and as the Ragheb family now appears to agree (Tr. 663), these alternatives were considered in the MISO process. HVDC was not selected because it is better suited for long distance point-to-point energy transfers, and is less suitable for the wide disbursement of energy needed to provide energy to load in accordance with the Renewable Portfolio Standard or to address local reliability issues. (ATXI Ex. 11.0 (Rev.) (Kramer Reb.), pp. 27-28.) In fact, HVDC connections usually require extensive upgrades to the existing transmission system due to the large energy injection that occurs at a single point within the transmission system. With respect to 765 kV, one MVP (not in Illinois) utilizes this voltage. (Id., p. 28.) But, in general, the use of 345 kV better leverages the existing 345 kV system by addressing “gaps” (such as Sidney to Rising) and is more appropriate in meeting the RPS requirements within the MISO region. (Id.)

The result of the MISO study process was the MVP portfolio, including the Illinois Rivers Project, which “represents the *overall best solution* for delivering these improvements, when considering generation, transmission, and other factors based on the expected future conditions.” (*Id.*, p. 19 (emphasis added).) Thus, it is clear that the cost-benefit ratio supporting adoption of the Project is superior to other alternatives. The Ragheb family’s position, with its focus on national and regional transmission needs, ignores the fact that a key purpose and benefit of the Project is the local reliability benefits the Project delivers.¹ Because their favored alternatives, particularly HVDC, are inferior for delivering local reliability benefits, they are not appropriate alternatives for a project that has as one of its key purposes the delivery of local reliability benefits.

Certain parties (Donna Allen, the Rural Clark and Edgar Counties Concerned Citizens (RCECCC)) question the specific need for the Kansas – State Line portion of the Project and whether there are any benefits of the Project to Clark and Edgar Counties. RCECCC asserts “there is absolutely no specific evidence on this record” that the residents of Clark and Edgar Counties need the Project. (RCECCC Init. Br. 7.) However, RCECCC’s statement is wrong. There is “specific evidence” both that the Project is needed to provide reliability benefits in the Kansas area and that there will be benefits to the residents of Clark and Edgar counties. The Project will connect to the existing Kansas substation, which has extensive connections to the lower voltage transmission system, including four existing 138 kV lines, two 138/69 kV transformers and a 345/138 kV transformer. (ATXI Ex. 2.0 (Kramer Dir.), p. 24.) As Mr. Kramer’s testimony explained, connecting the Project at the Kansas substation will enhance local reliability and will provide additional outlet capability for potential wind development near this

¹ The Ragheb Family asserts that Staff witness Mr. Rockrohr took the position at hearing that “following regional instead of local needs is a superior approach to a project.” (Ragheb Init. Br. 3-4.)

location. (Id.) And, as stated above, it is not disputed that the Project as a whole is required to deliver the market and reliability benefits. Moreover, these parties ignore the uncontested results of Mr. Frame’s analysis that, as a result of the increased supply within the market area, and the decreased wholesale electric energy prices, payments for energy by customers within the MISO Illinois region will be substantially reduced. (ATXI Exs. 9.0 (2d Rev.) (Frame Dir.), pp. 17-18; 9.4 (Rev.); 9.5 (Rev.).) As customers within the MISO Illinois region, the residents of Clark and Edgar counties benefit from these reduced energy payments.

Adams County Property Owners (ACPO) also recommends denial of the Petition with respect to the Quincy – Meredosia portion. However, its position ignores the need for construction of the entire project to deliver its full benefits, as well as local reliability benefits the Quincy – Meredosia portion provides in the form of reduced post-contingency loadings in Quincy area (ATXI Ex. 2.6), mitigation of voltage problems from certain contingency events in the area (ATXI Exs. 2.0, p. 29; 2.16; 2.17; 2.18), and transmission system support for west central Illinois. (ATXI Ex. 2.0, p. 23.)

In summary, the record makes clear that a 345 kV line is required across central Illinois in order to deliver the benefits of the MISO MVP portfolio and meet local electric reliability requirements. Where parties assert that issues regarding the line are unresolved, they do not question “if” the Project should be built, but “how” or “where.” Even Staff’s proposal, in the “Other” section of its brief, to consider the Pawnee – Pana – Mt. Zion – Kansas portions of the Project in separate proceeding, is based on a claim of uncertainty about the “how,” not if, these portions of the Project should be built. (As discussed below in Section III.F supra, however, this premise is incorrect.) As explained below and in ATXI’s Initial Brief however, the Project represents the best and least cost alternative, and further study in some other proceeding, as a

practical matter, will simply cause the parties to this case to expend more time and resources, only to end up exactly where they are now.

Need for New Substations.

Staff argues that new substation sites are not required, as proposed by ATXI, at Ipava, Kansas, Sidney and Rising. (Staff Init. Br. 16, 31, 36.) However, ATXI has demonstrated that new substation sites are required in these locations.

With respect to Ipava, Staff claims that because ATXI does not propose installing a 345/138 kV transformation at Ipava, not as much space would be required as at some of the other substation sites that it proposes, and so a new, additional substation site is not necessary to tie the proposed 345 kV line to the existing Ameren Illinois Company d/b/a Ameren Illinois (AIC) 345 kV system. (Staff Init. Br. 16.) With respect to the Kansas, Sidney and Rising substations, Staff asserts, without further explanation, that ATXI could terminate its proposed 345 kV line in AIC's existing substations in these locations.

However, it is impractical, if not impossible, for the necessary facility additions and connections to be made within the existing substations as Staff proposes. (ATXI Ex. 12.0 (Rev.) (Hackman Reb.), p. 21.) ATXI determined that it was preferable to construct new substations or expand existing one, rather than just modify the existing facilities, based on space requirements, engineering requirements (including, but not limited to, control cable length, station service design limiting bus crossing and circuit ingress and egress, topology), and potential future development needs of the existing substations. (ATXI Ex. 3.0 (2d Rev.) (Hackman Dir.), pp. 11-12.) Specifically, given the new facilities that ATXI proposes to install, proposed configurations at Ipava, Kansas, Sidney and Rising require a much larger substation development than exists. (ATXI Ex. 12.0 (Rev.), p. 21.) Further, the existing substations at those sites do not have a 345

kV breaker or 345 kV bus, much less the 345 kV breaker-and-a-half positions required to terminate the Project's lines. (Id.) Accordingly, the existing facilities are not sufficient to terminate those lines. In addition, ATXI's proposal for the Kansas, Sidney and Rising substations is to construct the new substation facilities on an area that represents an immediately adjacent expansion of the existing site. (ATXI Ex. 8.0 (Dyslin Dir.), pp. 4-5.) It is unclear why this would concern Staff given the space constraints identified above. In fact, Staff's Initial Brief fails to address ATXI's rebuttal discussion of the need for more space at these substation sites at all. The new substations, as proposed by ATXI, are necessary and will address the limited capabilities of the existing AIC substations at Ipava, Kansas, Sidney, and Rising. (Id.)

III. LEAST-COST AND THE PROPOSED TRANSMISSION LINE ROUTES

With respect to many of the assertions and routing recommendations raised by Staff and interveners, ATXI's position remains as set forth in its Initial Brief, and will not be repeated here. On reply, ATXI will respond only to certain key points raised by interveners.

A. Mississippi River – Quincy

The table below illustrates the support for the routes proposed for this portion of Project, as reflected in the parties' respective Initial Briefs:

RIVER - QUINCY				
Route	Stipulated Route	ATXI Primary Route	ATXI Alternate Route	NKG 2
Parties Recommending Approval	ATXI, MHC, NKG, ACPO (Brent Mast)	None	None	Staff

As the table shows, the Stipulated Route has the support of all parties in this proceeding with an interest in this portion. Staff is the only party advocating adoption of NKG Route 2; however, Staff did not address the position of these parties or the Stipulation in its Initial Brief, nor did

Staff address the Stipulations. As ATXI explained in its Initial Brief, “[a]lthough cost estimates prepared by ATXI at Mr. Rockrohr’s request indicate that NKG’s Route 2 has a lower projected baseline cost than the Stipulated Route (ATXI Ex. 16.3 (Rev.), p. 1), NKG Route 2 will likely require the transmission line to cross an existing transmission line at least two times to avoid displacing residences, may pose problems with respect to right-of-way width near Highway 57, and may pose reliability issues because it would be located on adjoining rights-of-way (or, according to NKG, on double-circuit structures). (ATXI Exs. 13.0C (2d Rev.) (Murphy Reb.), pp. 8-9; 12.0 (Rev.) (Hackman Reb.), p. 42.) Alleviation of these concerns could increase the cost of the route.” (ATXI Init. Br. 25.)

- 1. Length of the Line**
- 2. Difficulty and Cost of Construction**
- 3. Difficulty and Cost of Operation and Maintenance**
- 4. Environmental Impacts**
- 5. Impacts on Historical Resources**
- 6. Social and Land Use Impacts**

Matt Holtmeyer Construction (MHC) summarizes testimony provided by N. Kohl Grocery Company d/b/a Kohl Wholesale (NKG) regarding impacts ATXI’s Primary Route may have on cellular and wireless data reception inside a facility NKG proposes to construct on its property. As described by ATXI witness Mr. Hackman, the magnetic field strength at the edge of the right-of-way when the line is in service will be less than 18 milligauss (mg). (ATXI Ex. 12.0 (Rev.), p. 24.) In comparison, a household blender or a typical refrigerator generate a magnetic field of approximately 20 mg at a distance of one foot, while a microwave oven on its highest setting generates a magnetic field of 200 mg. (*Id.*) Thus, it is unlikely that ATXI’s Primary Route, or any other transmission line for that matter, would cause the type of problems alleged by NKG and cited by MHC. Moreover, both MHC and NKG have joined ATXI in its support for the Stipulated Route for this portion of the Project.

7. **Number of Affected Landowners and other Stakeholders and Proximity to Homes and other Structures**
8. **Proximity to Existing and Planned Development**
9. **Community Acceptance**
10. **Visual Impact**
11. **Presence of Existing Corridors**

B. Quincy – Meredosia

The table below illustrates the support for the routes proposed for this portion of Project, as reflected in the parties’ respective Initial Briefs:

Route	Hybrid	ATXI Primary	ATXI Alternate	ACPO Route 1	ACPO Route 2	ACPO Route 3
Party(ies) Recommending Approval	ATXI, Staff, 10 of 13 ACPO witnesses	None	None	ACPO, Staff	None	None

Clearly, only two routes remain with any party support: the Hybrid Route originally proposed by Staff witness Mr. Rockrohr and adopted by ATXI in its rebuttal filing (identified there as the Rebuttal Recommended Route) (see ICC Staff Ex. 1.0R, p. 29; ATXI Exs. 13.0C (2d Rev.) (Murphy Reb.), p. 13; 13.3) and ACPO Route 1. Of the two, the Hybrid Route is the superior route. (See ATXI Init. Br. 30-37.)

A flaw of ACPO Route 1 is that it crosses over an existing residential area. As a result, that route would potentially require the displacement of six homes. (Tr. 748-51.) In contrast, the Hybrid Route would not displace any homes. (ATXI Ex. 4.5, p. 4 (showing no residential structures within the easements of either ATXI’s Primary or Alternate Routes).) Nevertheless, ACPO champions its route because it does not present any “undesirable impact . . . on *the ACPO’s* farming operations.” (ACPO Br. 8 (emphasis added).) Indeed, one need look no further than the alternative routes ACPO has proposed to see it is not the impact to farmland in general that concerns ACPO – despite its ample rhetoric to the contrary – but the impact to *the*

ACPO's farmland. (ATXI Cross Ex. 8 (ACPO witness Mr. Edwards agreeing ACPO Route 3 transects and diagonally bisects farmland).)

But “[n]o matter what route that the Commission were to adopt, somebody would be burdened by having a transmission line” (Tr. 235: 2-4 (Staff witness Mr. Rockrohr).) Just because ACPO does not want the Project on its farmland does not mean that others do. And if ACPO has proposed a route that bisects farmland, clearly it must believe that either the impacts are less than it claims, or that those impacts can be mitigated. Regardless, that certainly is no reason to reject the route with the demonstrably lowest *overall* societal impact – the Hybrid Route. It is worth repeating here that a considerable majority of ACPO's members' property would not be affected if the Commission adopts that route. (ATXI Ex. 13.0C (2d Rev.), p. 17; ATXI Cross Ex. 6.) The Commission should approve the Hybrid Route.

1. Length of the Line

Although the Hybrid Route is three miles longer than ACPO Route 1, that difference is outweighed by the reduced potential societal and environmental impact the Hybrid Route poses. (ATXI Init. Br. 30-37.) ACPO Route 1's reduced length, in contrast, comes at a great cost – the displacement of homes. (Tr. 748-51.)

2. Difficulty and Cost of Construction

No party contends the Hybrid Route would be difficult or costly to construct. Instead, ACPO maintains its route is superior because, considering length alone, it would be less costly. (ACPO Br. 4-5.) Here, ACPO relies on Staff witness Mr. Rockrohr's testimony. (ACPO Init. Br. 5.) He believes shorter routes have lower initial costs. (ICC Staff Ex. 1.0R, p. 20.) He admitted at hearing, “when all things are equal, if one route is less expensive than the other . . . that's the route that [he is] going to recommend[.]” (Tr. 233: 2-6.) In brief, however, Staff conceded it had no opinion whether “all things are equal” between the Hybrid Route and ACPO

Route 1: Staff “offers no opinion” regarding the routes’ relative environmental, historical, social, land use, or development impacts, or, notably, their community acceptance. (Staff Init. Br. 14-15.) Staff did offer one opinion, however: “Generally, [it] favored routes that passed close to fewer residences.” (*Id.*, p. 15.) Staff acknowledged the Hybrid Route “avoids several structures, including residences.” (*Id.*) As stated, ACPO Route 1 does not. Under Staff’s stated standard, then, the Hybrid Route is preferable.

ACPO also argues ACPO Route 1 would not be costly to construct *because* the route parallels an existing 138 kV transmission line. (ACPO Init. Br. 6.) ACPO claims “[i]t would logically follow that utilizing already cleared, accessible rights of way would prove less difficult to build upon than land that has not previously been utilized for transmission lines.” (*Id.*) And it represents that Staff witness Mr. Rockrohr agreed this “[kind of] makes sense.” (ACPO Init. Br. 6; Tr. 196: 5.) ACPO’s conclusion here is contrary to the record evidence. The Project requires its own 150-foot easement. (ATXI Ex. 5.0 (Trelz Dir.), p. 6.) For reliability, maintenance and operations reasons, it cannot share that easement with another transmission line. (ATXI Ex. 12.0 (Rev.) (Hackman Reb.), p. 6.) Thus, there are no cost reductions *because* of paralleling. (*Id.*, p. 5.) Mr. Rockrohr agrees:

Q. In your estimation, would the fact that there is already a right-of-way there make the construction easier, cheaper?

A. I don't think having another right-of-way there would make construction either easier or cheaper necessarily. The fact that it would be cheaper has to do with the fact that it's straighter and shorter.

Q. Okay. Not the fact that there has already been construction on that and the easements have already been obtained?

A. Well, the easement would not have been obtained, because the 138 kV line would have been on its own easement, which would be separate from this easement.

(Tr. 196: 11-22-197: 1-3.)

Regardless, despite its efforts to demonstrate ACPO Route 1 is “least cost,” ACPO appears to accept that “least cost” under Section 8-406.1 does not always mean least *dollar* cost. (ACPO Init. Br. 2-4 (arguing, among other things, a “least cost” determination is akin to “a totality of the circumstances test”).) Considering the environmental and societal costs of the Hybrid Route and ACPO Route 1, it is clear a “least cost” determination favors the former.

3. Difficulty and Cost of Operation and Maintenance

This factor favors the Hybrid Route as no party contends that route would be difficult or costly to operate or maintain. ACPO again points out that ACPO Route 1 “runs along the 138 kV Line, which contains existing rights of way for transmission lines.” (ACPO Init. Br. 6.) From this ACPO concludes – without evidentiary support – “that the difficulty and cost of operation and maintenance of two sets of transmission lines along the same route would be less to operate and maintain as compared to the same lines located in two separate locations.” (*Id.*, pp. 6-7.) There is no record evidence, however, that it would be *cheaper* to operate and maintain two sets of transmission lines *because* they are parallel. To the contrary, the record reflects paralleling transmission lines, in addition to presenting reliability concerns, may also increase operations and maintenance costs, as both circuits may have to be taken out of service in order to perform maintenance on either. (ATXI Ex. 12.0 (Rev.), pp. 5-6.)

4. Environmental Impacts

This factor also favors the Hybrid Route. As explained, that route has a demonstrably low overall potential for environmental (and societal) impact. (ATXI Init. Br. 30-37.) ACPO Route 1 does not. Most notably, that route would require removal of an additional 40 acres of trees as compared to the Hybrid Route. (ATXI Ex. 13.0C (2d Rev.), p. 14.)

5. Impacts on Historical Resources

There is no dispute the Hybrid Route would not impact any known historical resources. (ATXI Init. Br. 35.) ACPO contends, however, as this factor applies to the routes, “[t]here is no reason to believe either would be preferable.” (ACPO Init. Br. 7.) That is not true. That there is no evidence regarding the impact of ACPO Route 1 on historical resources is because ACPO did not put any into the record. This does not suggest the *absence* of any impact; it merely suggests the absence of any *analysis* of impact. (See ATXI Ex. 13.0C (2d Rev.), p. 13.)

6. Social and Land Use Impacts

As ATXI demonstrated in brief, the Hybrid Route has the lowest overall potential for societal (and environmental) impact of the routes proposed for this portion of the Project. (ATXI Init. Br. 30-37.) ACPO nonetheless contends that route is not preferred because it will take “prime farmland,” and they make much of that fact, even pointing out that it “divides land primary used for agriculture that is presently not encumbered by easements for Ameren transmission lines.” (ACPO Init. Br. 4, 17.) Relatedly, ACPO argues, in analyzing route proposals, the Commission should consider, among other things, “farm splitting.” (*Id.*, p. 7 (citing *Ness v. Ill. Comm. Comm’n*, 67 Ill. 2d 250, 254 (1977).) That is a curious position for ACPO to take. As stated, ACPO’s own route proposals cross farmland. (See Tr. 204.) In fact, ACPO Route 3 would bisect parcels of farmland, diagonally bisecting one that is not presently encumbered by existing transmission lines. (ATXI Cross Ex. 8.)

Nevertheless, ACPO argues that ATXI “neglected to take into account the impact on agriculture in the area” in its siting process. (ACPO Init. Br. 7.) That is patently untrue and it ignores the record evidence. The record reflects, as a result of the public process, “agricultural-related uses” was a key routing consideration in ATXI’s routing process. (ATXI Exs. 4.0 (Murphy Dir.), p. 10; 4.4.) But, as ACPO must concede given its own route proposals, it simply

is not possible to route a transmission line across the State of Illinois without traversing *some* farmland. (Tr. 722: 6 (ATXI witness Ms. Murphy recognizing “The entire project extends across farmland.”).)

ACPO’s real concern, albeit not directly articulated, is that it does not want the Project on *ACPO’s* farmland. (See ACPO Br. 8 (championing ACPO Route 1 “because of the undesirable impact [the Hybrid Route] will have on *the ACPO’s* farming operations”) (emphasis added).) The impacts ACPO allege the Hybrid Route will have on *its* farmland, however, are not unique to their property; those impacts have the potential to occur regardless of where the route is located. (ACPO Init. Br. 8-10; ATXI Ex. 13.0C (2d Rev.), p. 18.) The record reflects that those concerns can be addressed through detailed design of the route, construction mitigation measures, and compensation for damages in any event. (*Id.*) ACPO apparently recognizes this; as stated, ACPO has proposed routes that cross farmland. (ATXI Cross Ex. 8.) ACPO’s remaining concerns regarding the impact of the Project’s electromagnetic field on its farming equipment and “stray voltage” simply are unfounded. (ACPO Init. Br. 9; ATXI Ex. 12.0 (Rev.), pp. 22-26.) Nonetheless, as explained, approval of the Hybrid Route would alleviate a majority of ACPO witnesses’ concerns by their own admission. (ATXI Cross Ex. 6; Tr. 179-82.)

7. Number of Affected Landowners and other Stakeholders and Proximity to Homes and other Structures

Staff aptly recognizes the Hybrid Route avoids several structures, including residences. (Staff Init. Br. 15 (citing ICC Staff Ex. 1.0R, p. 29).) ACPO, for its part, claims ATXI has “not calculated” the number of homes within the Hybrid Route’s easement. (ACPO Init. Br. 11, tbl. 3.) That is not true. Neither ATXI’s Primary or Alternate Routes, or any hybrid of those routes, would displace a residence. (ATXI Ex. 4.5, p. 4.) The same cannot be said of ACPO Route 1. (ATXI Ex. 13.0C (2d Rev.), p. 14.)

Yet, ACPO argues the conclusion ACPO Route 1 would displace residences “lacks credibility” because it assumes that the residences potentially displaced are occupied. (ACPO Init. Br. 10, n.3, 11.) But the better approach here is ATXI’s: “We conservatively assumed that any building that appeared to be a residence was, in fact, an occupied residence. We felt it was more appropriate to err on the side of caution. We were not able to access all residences or what appeared to be residential buildings along any of the routes.” (Tr. 753: 12-13 (ATXI witness Ms. Murphy).)

ACPO points out that ATXI witness Ms. Murphy testified “the proposed route is a guideline and that ATXI engineers will have the ability to finalize the placement of the route” (ACPO Init. Br. 10, 11-14 (arguing that, because transmission line routes depicted on ATXI’s maps are just that – lines on maps – it cannot be determined with certainty whether a home will be displaced).) ACPO concludes from this that “it is very possible to avoid the displacement of the assumed occupied residence[s]” along ACPO Route 1. (Id.) Here, ACPO does not cite the record; nor can it. And it ignores the fact that even with pole placement flexibility, the transmission line easement must be 150 feet in width, all of which must avoid residences. (ATXI Ex. 5.0 (Trelz Dir.), p. 6.) Further, ACPO Route 1 utilizes a partially acquired corridor. (Tr. 746-49.) That specific corridor leaves little leeway for pole adjustment:

Q. So we don't know for sure if someone is going to have to be displaced, correct?

A. Not necessarily, but again, with reference to ACPO Route 1 which I believe you stated that it would potentially make use of the partially acquired unoccupied corridor and recognizing where that corridor falls, it does traverse existing residences. It goes right over existing residences.

(Tr. 750: 15-22 (ACPO cross examination of Ms. Murphy).)

8. Proximity to Existing and Planned Development

This factor favors the Hybrid Route; there is no record evidence the route is proximate to any existing or planned development. ACPO summarily concludes related to this factor that “there is no reason to believe either [the Hybrid Route or ACPO Route 1] would be preferable.” (ACPO Init. Br. 14.) Yet, there is. As stated, the Hybrid Route is preferable because ACPO Route 1 cuts through an existing residential development. (ATXI Ex. 13.0C (2d Rev.), p. 14.)

9. Community Acceptance

As stated, the Hybrid Route eliminates the concerns of the majority of witnesses on this portion by their own admission, and so represents the route with the most community acceptance. (ATXI Init. Br. 36; ATXI Cross Ex. 6.) Nevertheless, ACPO argues ACPO Route 1 is more accepted because it “avoids the acquisition of *previously undisturbed* farmland” (ACPO Init. Br. 15 (emphasis added).) The public process, however, revealed landowners were as concerned about having additional transmission lines on their property as they were about have *new* lines there:

Q. At any of the public meetings you attended did members of the public suggest that anyone who already had transmission lines on their property should be thrown under the bus and that's where all the lines should be built? Was that sentiment ever expressed?

A. I think we had -- my recollection is that we had landowners that felt that they were impacted by existing transmission facility or some other existing right-of-way; therefore, did not want another one whether it was an additional line or not. We also had landowners that were unaffected by any existing utility rights-of-way who certainly did not want it on their property either.

(Tr. 935: 19-22, 936: 1-10 (ATXI witness Ms. Murphy). See also Tr. 274-76 (intervenor Mr. Corzine testifying he has power lines existing on his property and does not want more).)

10. Visual Impact

Without any evidentiary support, ACPO contends, because ACPO Route 1 largely

parallels an existing 138 kV transmission line, it “would dramatically decrease, if not virtually eliminate, the esthetic impact of the Transmission Line” (ACPO Init. Br. 15.) This seems to ignore that sufficient separation between the lines is imperative; each must be maintained on its own 150-foot right-of-way. (ATXI Exs. 12.0 (Rev.), pp. 4-6; 5.0, p. 6. See also Tr. 201: 7-9 (Staff witness Mr. Rockrohr testifying, “The transmission line has to be maintained on its 150-foot right-of-way regardless of what that is next to.”).) RCECCC offers another view: “There simply is no denying that power transmission poles of this nature are not attractive, *regardless of the circumstances in which they are placed.*” (RCECCC Init. Br. 17 (emphasis added).)

11. Presence of Existing Corridors

Like other intervenors, ACPO advocates for parallel transmission lines and champion ACPO Route 1 as a prime example. ACPO’s support for all things parallel, however, suggests a fundamental misunderstanding of what paralleling transmission lines entails. For example, in brief, ACPO claims ACPO Route 1 “will require only *a widening of existing rights of way* already owned by Ameren.” (ACPO Init. Br. 16 (emphasis added).) That is not accurate. As stated, both the new transmission line and the existing one must be maintained on their own, separate easements. (ATXI Ex. 5.0, p. 6; Tr. 201.)

ACPO next contends “utilization of the existing corridor will not present any reliability issues” because Staff witness Mr. Rockrohr testified he did not see any reliability concerns arising from transmission lines on parallel, but separate and non-overlapping rights-of-way. (ACPO Init. Br. 19 (quoting Tr. 200: 2-8).) ACPO contends, however, that ACPO Route 1 is a least cost option because it merely requires “widening” an existing right-of-way, not acquiring a new, separate one. (Id.) ACPO seems confused about its own route proposal.

Finally, ACPO concludes that corridors for existing transmission lines are preferable to other corridors, such as the property and section lines used by the Hybrid Route. But this is

largely ACPO’s say-so. “Really what determines whether or not any one of those types of opportunities is advantageous or potentially more or less compatible is the extent of environmental sensitivities that occur along the various types of opportunities.” (Tr. 846: 4-9 (ATXI witness Ms. Murphy).) An existing residential development occurs along the corridor ACPO Route 1 utilizes. (Tr. 749-50.) That should not be disregarded. The Commission should approve the Hybrid Route.

C. Meredosia – Ipava

The table below illustrates the support for the routes proposed for this portion of Project, as reflected in the parties’ respective Initial Briefs:

MEREDOSIA – IPAVA				
Route	Alternate/ Stipulated	ATXI Alternate Route (Unmodified)	ATXI Primary Route	TNC 1
Part(ies) Recommending Approval	ATXI, TNC	None	None	Staff, Korsmeyer

As is evident, two routes remain for consideration. Of the two, the Alternate/Stipulated Route (as defined in ATXI Init. Br. at 37) is the superior option, for the reasons explained in ATXI’s Initial Brief (ATXI Init. Br. 38-39.) While Staff and Mr. Korsmeyer focus on the length of the line, they ignore critical impacts caused by the TNC Alternative 1, namely residence displacement, center pivot displacement, and potential reliability and operational issues. As TNC’s Initial Brief explains, “to the extent that the TNC/Ameren Stipulated Route results in a line that is slightly longer than other alternatives, that difference is justified by the important and significant improvements in the line route design from an environmental and ecological perspective that is achieved by the TNC/Ameren Stipulated Route.” (TNC Init. Br. 8.)

1. **Length of the Line**
2. **Difficulty and Cost of Construction**
3. **Difficulty and Cost of Operation and Maintenance**
4. **Environmental Impacts**

TNC and ATXI agree that the Alternate/Stipulated Route is the superior choice from an environmental impact standpoint. However, TNC claims in its brief that the Spunky Bottoms preserve renders ATXI's Primary Route not "viable." As ATXI explained in its Initial Brief, this is not the case. (ATXI Init. Br. 41.) The Primary Route's theorized impacts to the preserve and upland bluff areas have not been substantiated, are overstated and can be mitigated. (*Id.*) ATXI witness Mr. James Dwyer explains with respect to avian impacts, TNC's failure to provide current, peer reviewed literature means its claims are unsubstantiated and therefore unconvincing. (ATXI Ex. 18.0, (Dwyer Reb.) p. 8.) ATXI witness Ms. Julia Tims explains with respect to other ecological impacts alleged by TNC, that many are almost entirely temporary and can be mitigated. (ATXI Ex. 19.0 (Tims Reb.), p. 4.) And as ATXI witness Mr. Jeff Hackman explains, it is possible to construct the transmission line over sensitive areas in a way that ensures there are no impacts to the areas in question. (See Tr. 998-1001.)

5. **Impacts on Historical Resources**
6. **Social and Land Use Impacts**

Another factor weighing in favor of the Alternate/Stipulated Route is social and land use impacts. Mr. Gerald Korsmeyer asserted that a negative effect of the Alternate/Stipulated Route is interference with his farming operations and *planned* center pivot irrigation system (Korsmeyer Init. Br. 3, referencing Korsmeyer Ex. 1.0 and 2.0.) But both Mr. Korsmeyer and Staff ignore the fact that TNC Alternative 1 will interfere with *existing* center pivot irrigation systems, and the Alternate/Stipulated is along the eastern border on one of Mr. Korsmeyer's parcels (ATXI Cross Ex. 5), minimizing interference with his planned system.

7. Number of Affected Landowners and other Stakeholders and Proximity to Homes and other Structures

With regard to one of the more critical factors, the number of affected landowners and other stakeholders, Staff and Mr. Korsmeyer ignore the potential for the displacement of a residence along TNC's Alternative 1. Staff witness Mr. Rockrohr admitted that he did not document a comparison of homes and structures on each route alternative. (Staff Init. Br. 17.) And Mr. Korsmeyer's analysis of this factor, in which he asserted that the Alternate/Stipulated Route impacted 192 properties but TNC's Alternative 1 impacts 76 (Korsmeyer Init. Br. 3), is flawed because even though TNC did identify 76 names as being affected by its Alternate 1 (TNC Errata to Identification of an Alternative Route, Ex. A), these are names *in addition to* the names provided by ATXI because TNC Alternative 1 is a modification to ATXI's Alternate Route. (Case Management Plan (CMP), p. 4.)² The total number of affected residences for the TNC Alternative 1 has not been provided. However, a conservative assumption is that that the number of landowners impacted by the Alternate/Stipulated Route is the same as for TNC Alternative 1. The only route that has considered affected landowners are the ATXI routes, including avoidance of residence displacement.

8. Proximity to Existing and Planned Development

9. Community Acceptance

10. Visual Impact

11. Presence of Existing Corridors

Additionally, while both Mr. Korsmeyer and Staff acknowledge that TNC's Alternate 1 runs parallel to an existing 138 kV line (see Korsmeyer Init. Br. 4; Staff Init. Br. 19), this factor weighs against selection of the TNC Alternative 1. As discussed throughout ATXI's testimony

² As was required under the ALJ's Case Management Plan "Staff and any Intervenor identifying alternative routes . . . must provide names and addresses of affected landowners *if such landowners are not already affected by either ATXI's primary or alternative route.*"(CMP, p. 4.)(emphasis added)

and Initial Brief, paralleling should only be done in limited circumstances because of the potential for increased costs and reliability issues. (See ATXI Ex. 12.0 (Rev.) (Hackman Reb.), p. 6.)

Finally, in ATXI's selection of its Alternate Route, which was slightly modified to become the Alternate/Stipulated Route, ATXI considered many factors. (See ATXI Ex. 4.5.) TNC proposed its routes based primarily on perceived environmental factors, and, therefore, did not consider or assess many of the lines potential impacts. (See TNC Exs. 1.0, 2.0, 3.0.) And those impacts, while ignored by Staff and Mr. Korsmeyer, balance in favor of the selection of the Alternate/Stipulated Route as the route that should be approved by the Commission in this proceeding.

D. Meredosia – Pawnee

The table below illustrates the support for the routes proposed for this portion of Project, as reflected in the parties' respective Initial Briefs:

MEREDOSIA - PAWNEE				
Route	Stipulated Route	ATXI Primary Route	ATXI Primary Route with Pearce Modifications	MSCLTF Withdrawn Route
Part(ies) Recommending Approval³	ATXI, MSCLTF, FutureGen, Pearce Family	None	None	Staff, MSSCLPG, Ruholl Family

As discussed in ATXI's Initial Brief, the Stipulated Route is the superior route. (ATXI Init. Br. 44-45.) Regarding the route proposed by Morgan and Sangamon Counties Land Owners and

³ The following parties support ATXI's Primary Route, with or without modifications proposed by the Pearce Family, as a second preference: MSSCLPG, Pearce Family, Ruholl Family and Staff.

Tenant Farmers (MSCLTF), and subsequently withdrawn, the Commission should be aware that route has not been the subject of a full evaluation by any party and that it is not clear that a full landowner list was submitted with the route's proposal. (Id.)

In their support of the withdrawn MSCLTF route, Morgan, Sangamon and Scott Counties Land Preservation Group (MSSCLPG) and the Ruholl Family list facts regarding ATXI's routes and imply that the withdrawn MSCLTF route is less impactful with respect to each of the factors than the Stipulated Route and ATXI's Primary Route. In general, their theory is that because the MSCLTF route is shorter it must have fewer impacts. (See, e.g. MSSCPLG Init. Br. ¶ 3 (“[C]onsidering the facts that the MSCLTF Alternate Route is far and away the shortest of the routing options and would follow the right-of-way provided by an existing line, it stands to reason that the MSCLTF Alternate Route would present the most ease of access for operation and maintenance.”) However, this is not necessarily the case – otherwise a straight line from point A to point B would be the best route every time. (Tr. 393-94.) The only information in the record concerning the withdrawn MSCLTF route is the approximate length and number of dead-end structures, as estimated by Staff witness Mr. Rockrohr. No other party has evaluated the withdrawn MSCLTF route with respect to the other factors discussed in the parties' briefs. The discussion that follows will highlight the instances in which information regarding the withdrawn MSCLTF route is absent from the record.

1. Length of the Line

The Ruholl Family lists the mileage of ATXI's proposed routes, as well as the number of landowners, acres of land and parcels affected. (Ruholl Init. Br. 3.) They also note the length of the withdrawn MSCLTF route. (Id.) The length, and the number of dead-end structures, is the only information in the record regarding the withdrawn MSCLTF route. (See ICC Staff Ex. 1.0R, p. 37.) Therefore, any implied comparison between the MSCLTF route and ATXI's proposed

routes with respect to number of landowners, acres, or parcels of land affected is without basis in the record. As discussed above, because MSCLTF's request to supplement its admittedly incomplete landowner list was never granted, there is no reliable evidence regarding the number of landowners along the withdrawn MSCLTF route, and no evidence whatsoever regarding the acres of land or parcels affected by that route. (MSCLTF Supplemental Identification of Alternate Route, filed Jan. 13, 2013.)

2. Difficulty and Cost of Construction

The Ruholl Family notes that "there are more than twice the number of homes within 150 feet of ATXI's Alternate Route," and concludes that ATXI's Primary Route therefore has a lower cost of construction. (Ruholl Init. Br. 4 (citing ATXI Ex. 4.3, p. 17).) The Commission should be aware that the testimony cited in support of this statement was comparing ATXI's Primary and Alternate Routes. No comparison was made to MSCLTF's withdrawn route because there is no information regarding the number of homes within any distance of that route.

The Ruholl Family claims that it would be possible to overlap the easement for this portion of the Project with the easements for the 138 kV line at issue, and implies that doing so would reduce the cost of construction. (Ruholl Init. Br. 4.) They note that ATXI has testified that, in the event the Commission approves a route for the Project that parallels an existing transmission line, "ATXI ... will seek to acquire an overlapping easement so as to reduce the total easement width impacting the property." (Id., (citing Tr. pp. 395-96).) But, it is only possible to overlap easements when an existing easement is wider than the minimum required width, however, so that the minimum clearance distances may be maintained for both lines. (Tr. 369-70.) There is no information in the record to indicate that the easements for the existing 138 kV line at issue are wider than the minimum-required 100 feet. Thus, there is no basis to assert that it would be possible to overlap the easement for this portion of the Project with the

easements for the 138 kV line at issue. In fact, contrary to the Ruholl Family's assertion, construction of the transmission line along the existing 138 kV line may increase the costs of construction and maintenance because it may be necessary to take the 138 kV line out of service during construction or maintenance activities on the 345 kV line. (ATXI Ex. 12.0, p. 6.)

The Ruholl Family also asserts, with respect to the difficulty and cost of construction, that the withdrawn MSCLTF route "results in the least construction and ongoing costs and also impacts the least number of properties." (Ruholl Init. Br. 5.) Again, there is no support for this statement in the record. Because MSCLTF never submitted a complete list of landowners, there is no evidence of the number of properties impacted by the MSCLTF route.

3. Difficulty and Cost of Operation and Maintenance

MSSCLPG argues that "placing the new line along the existing 138 kV right-of-way provides no increased maintenance issues." (MSSCLPG Init. Br. ¶ 3.) This is incorrect. ATXI witness Mr. Hackman testified that "[p]aralleling is undesirable from an operations perspective for the . . . reason that, while maintenance is being performed on one line, the other may need to be taken out of service so that large equipment can access the area. Having two lines down at any given point risks the reliability of the transmission system at large." (ATXI Ex. 12.0, p. 6.)

4. Environmental Impacts

The Ruholl Family offers a summary comparison of the environmental impacts of ATXI's Primary and Alternate Routes. (Ruholl Init. Br. 7.) Again, the Commission should not conclude that the withdrawn MSCLTF route supported by the Ruholl Family has fewer environmental impacts. There is a wealth of information in the record regarding the environmental impacts of ATXI's Primary and Alternate Routes because those routes were subject to a comprehensive analysis, which ATXI undertook in order to provide the Commission with the information necessary to make an informed routing decision. In contrast, there is no

record evidence regarding the environmental impacts of MSCLTF's withdrawn route.

5. Impacts on Historical Resources

MSSCLPG argues that, with respect to impacts on historical resources, “no evidence has been presented herein as to the impact of either the ATXI proposed Primary Route or the MSCLTF Alternate Route.” (MSSCLPG Init. Br. ¶ 5.) MSSCLPG is correct that no evidence regarding impacts on historical resources by the MSCLTF Alternate Route appears in the record. However, MSSCLPG is incorrect with respect to the routes proposed by ATXI. ATXI provided evidence regarding the occurrence of historical resources on each portion of the Project, including the Meredosia-Pawnee portion. (See ATXI Ex. 4.0, p. 36-37.) There is one known archaeological site within 75 feet of ATXI's Primary Route, and 3 known archaeological sites within 75 feet of ATXI's Alternate Route. (Id.) None of these sites are listed in the National Register of Historical Places. (Id.)

MSSCLPG also continues to claim that its members own land located along the Stipulated Route that is “archeologically significant,” but these claims are entirely unsubstantiated. No documentation has been provided to support the archaeological significance of this land, or even to specify which parcel is alleged to be archaeologically significant. ATXI will work with landowners to span or avoid any known resources using pole placement, and will continue to consult with the Illinois Historic Preservation Agency to conduct field studies and implement appropriate mitigation measures, if necessary. (ATXI Ex. 13.0C (2d Rev.), p. 36.)

6. Social and Land Use Impacts

The Ruholl Family argues that a natural gas storage area owned by Panhandle Eastern Pipeline Company, LP “would be directly affected” by ATXI's Alternate Route. (Ruholl Init. Br. 8.) Despite having received notice of this proceeding (see ATXI Ex. 5.4 (2d Rev.), p. 33), Panhandle has not intervened nor presented any evidence of the effect of the Project on its

storage facilities. There is no evidence regarding the exact location of the field, that the gas storage field is operational, that it would be adversely impacted, or that the Stipulated Route does not go around it. Therefore, there is no basis to conclude that any purported impact would render the Stipulated Route less preferable.

7. Number of Affected Landowners and other Stakeholders and Proximity to Homes and other Structures

MSSCLPG acknowledges that “no concrete estimates have been produced” as to the number of landowners affected by the MSCLTF Alternate Route. (MSSCLPG Init. Br. ¶ 7.) MSSCLPG includes a lengthy quote describing the landowners and existing land uses along ATXI’s Primary and Alternate Routes. As described above, the Commission should not be interpret this lengthy discussion to mean that the withdrawn MSCLTF route is less impactful than ATXI’s proposed routes. The impacts of the MSCLTF route are simply undocumented.

Similarly, the Ruholl Family summarizes the information provided by ATXI as to the number of landowners and parcels affected by its proposed routes. (Ruholl Init. Br. 8.) The Ruholl Family also notes the length of the MSCLTF route and summarizes Mr. Rockrohr’s testimony regarding the number of dead-end structures necessary for each route. (*Id.*) The Ruholl Family conspicuously fails to point to record evidence regarding the number of landowners affected by the MSCLTF route or that route’s proximity to homes and structures. This is because there is no evidence in the record on this point. MSCLTF acknowledged that it had been “unable to determine” contact information for each property owner along its route, and was never granted an opportunity to supplement its landowner list. (MSCLTF Supplemental Identification of Alternative Route, filed Jan. 3, 2013, p. 2.)

8. Proximity to Existing and Planned Development

The Pearce Family alleges that “there will be no compensation to property owners along

the easement whose property values surely will be affected.” (Pearce Init. Br. 3.) On the contrary, ATXI witness Mr. Trelz testifies “ATXI’s intent is to fairly compensate affected landowners for the impact of the Transmission Line, so that after the line is constructed, there is no impact upon property resulting in diminution of value beyond that reflected in the compensation paid by ATXI. (ATXI Ex. 15.0 (Rev.) (Trelz Reb.), pp. 13-14; see also Tr. 411-12.) Further, Payment of compensation to landowners “is made at the time of or shortly after the time” the landowner provides an executed easement agreement to ATXI. (ATXI Ex. 15.0 (Rev.), p. 14.)

The Pearce Family also seems to misunderstand Mr. Trelz’s testimony with respect to the Project’s impacts on property values. The Pearce Family alleges that Mr. Trelz made a “faulty assertion that because no specific analysis has been conducted on our property or on the Illinois Rivers Project in general, our property devaluation shouldn’t be considered.” (Pearce Init. Br. 3.) Mr. Trelz’s testimony merely asserted that the Pearce Family had not provided information specific to the value of their property (ATXI Ex. 15.0 (Rev.), pp. 15-16), and that the Project’s impact on that property can be fully evaluated only after a final route is chosen by the Commission and the property is appraised by third-party independent experts. (Tr. 410-12, 417.)

9. Community Acceptance

MSSCLPG argues that “[c]ommunity acceptance for the existing 138 kV right-of-way is already in place.” (MSSCLPG Init. Br. ¶ 9.) This statement has no merit. The “community” along that route has not provided any information about their acceptance (or lack thereof) with respect to installation of another transmission line, and MSSCLPG cites to none in the record. Given the potential concern with the landowner list for this route, potentially impacted landowners may not have been given an opportunity to provide information. (MSCLTF Supplemental Identification of Alternate Route, filed Jan. 13, 2013.)

The Ruholl Family states “[i]t is unclear from the record whether the communities, stakeholders and landowners were given an option to consider existing utility corridors as well” as roadways and property and section lines. (Ruholl Init. Br. 9.) However, transmission line rights-of-way, pipelines and other utility rights-of-way are identified as “opportunities” considered for location of the Project (ATXI Ex. 4.4), and the record shows that participants in the Phase II open houses were asked to identify the opportunity that they preferred that the transmission line parallel. (ATXI Ex. 4.3, part 2 of 5, p. 9.)

The Ruholl Family also states that, “given the preferences of the public to utilize linear corridors with the least financial impact, the [MSCLTF withdrawn route] would appear to be supported by the general public and those affected.” (Ruholl Init. Br. 9.) The Ruholls did not identify record evidence of the “preferences of the public,” which corridors it alleges will have “the least financial impact,” or the support of “those affected.” As discussed, the individuals affected by the withdrawn MSCLTF route have not provided their views in this proceeding. Therefore, the Ruholl Family’s statement that “those affected” appear to support the MSCLTF withdrawn route is utterly without basis.

10. Visual Impact

11. Presence of Existing Corridors

MSSCLPG argues that MSCLTF’s Alternate Route “is the only routing option now before the Commission for the segment from Meredosia to Pawnee which utilizes an existing corridor.” (MSSCLPG Init. Br. ¶ 11.) This is false. ATXI’s iterative route selection process began by identifying “opportunities” which include roads, pipeline and utility rights-of-way, property lines and section lines, and railroads. (ATXI Ex. 4.4.) Routes were selected by eliminating opportunities with a greater potential for impacts to “sensitivities” identified by participants in the public process. (ATXI Ex. 4.0, pp. 23-24.) As such, ATXI’s proposed routes

utilize a range of existing corridors and linear features. The Stipulated Route in fact follows the following corridors: an existing transmission line, county roads, and section and field lines.

E. Pawnee – Pana

The table below illustrates the support for the routes proposed for this portion of Project, as reflected in the parties’ respective Initial Briefs:

PAWNEE - PANA			
Route	ATXI Alternate Route 2	ATXI Primary Route	ATXI Alternate Route 1
Part(ies) Recommending Approval	ATXI, Staff	None	None

ATXI Alternate Route 2 is supported by ATXI and Staff, is the shortest and least costly route, and impacts the least number of landowners. (ATXI Init. Br. 51-53; Staff Ex. 1.0C, p. 38.) Simply stated, it is the best routing option and should be approved by the Commission.

The only opposition to this route is set out in the Initial Brief⁴ of Ann Raynolds and Justin Ramey. Without citation to the record or any actual appraisal, analysis or study, they allege “property devaluation” as a result of the transmission line. (Raynolds and Ramey Init. Br. 3-4.) However, as stated by Mr. Rick Trelz, “ATXI’s intent is to fairly compensate affected landowners for the impact of the Transmission Line, so that after the line is constructed, there is no impact upon property resulting in diminution of value beyond that reflected in the compensation paid by ATXI.” (ATXI Ex. 15.0 (Rev.) (Trelz Reb.), p. 13-14.) ATXI is committed to addressing this generalized concern, which may exist for any potentially affected landowner and is not specific to Ms. Raynolds or Mr. Ramey.

⁴ Ramey/Raynolds circulated “testimony” via email on May 17, 2013. This testimony is not part of the evidentiary record. Therefore this rebuttal addresses the Raynolds and Ramey Brief.

1. **Length of the Line**
2. **Difficulty and Cost of Construction**
3. **Difficulty and Cost of Operation and Maintenance**
4. **Environmental Impacts**
5. **Impacts on Historical Resources**
6. **Social and Land Use Impacts**
7. **Number of Affected Landowners and other Stakeholders and Proximity to Homes and other Structures**

Concerns such as those held by Ms. Reynolds and Mr. Ramey are most effectively minimized by selection of ATXI Alternate Route 2 because this route affects the fewest number of landowners compared to the other proposed routes, as illustrated by the following table.

PAWNEE – PANA			
Route	ATXI Alternate Route 2	ATXI Primary Route	ATXI Alternate Route 1
Potentially Affected Landowners	127	142	183

See ATXI Ex. 5.4 (2d Rev.), pp. 7-20,51-55,55-57.

8. **Proximity to Existing and Planned Development**
9. **Community Acceptance**
10. **Visual Impact**
11. **Presence of Existing Corridors**

F. Pana – Kansas

No party recommends approval of a direct Pana to Kansas route in briefs.

1. Need for Mt. Zion Substation

ATXI explained why a substation is needed in Mt. Zion in its Initial Brief. (ATXI Init. Br. 55-59.) The two parties who raised the question of whether a Mt. Zion substation is needed, Staff and MCPO, now agree that it is needed. (Staff Init. Br. 24; MCPO Init. Br. 12-13.) It is now uncontroverted that a Mt. Zion substation is required.

2. Location of Mt. Zion Substation

Staff proposes to locate the Mt. Zion substation further south, “nearer a line between Pana and Kansas.” (Staff Init. Br. 24.) This position was taken by Staff in its direct case and apparently ignores the additional evidence presented by ATXI on rebuttal. Notably, the additional evidence is not refuted by Staff in its brief. As explained in ATXI’s Initial Brief, this proposal is inferior from a reliability standpoint. (ATXI Init. Br. 60.) ATXI performed a preliminary analysis to determine if the proposed relocation of the Mt. Zion substation farther south along a hypothetical Pana substation to Kansas substation 345 kV line, coupled with two 138 kV lines extending northward to the Mt. Zion PPG substation, is a viable option to address the future reliability issues in the Decatur area. (ATXI Ex. 11.0 (Rev.) (Kramer Reb.), p. 7.) The analysis indicated that this Mt. Zion South substation with two longer 138 kV lines connected to the Mt. Zion PPG substation did not address the future Decatur reliability concerns as effectively as the ATXI Project with the Mt. Zion substation located where ATXI had proposed. (Id., p. 8.) Due to the increased impedance of the long 138 kV lines, the voltage support provided by the Mt. Zion South substation is inadequate to return certain post-contingency voltages above the 95% threshold. The voltage issues would become even more severe than indicated when expected additional ADM load is served. (Id.) For these reasons, constructing the Pana to Kansas direct line and relocating the Mt. Zion substation farther south as suggested by Staff is not a viable solution to the future reliability issues in the Decatur area and should not be considered by the Commission.

3. Route Location

a. Pana – Kansas (if Mt. Zion substation deemed unnecessary)

- (i) Length of the Line**
- (ii) Difficulty and Cost of Construction**
- (iii) Difficulty and Cost of Operation and Maintenance**

- (iv) **Environmental Impacts**
- (v) **Impacts on Historical Resources**
- (vi) **Social and Land Use Impacts**
- (vii) **Number of Affected Landowners and other Stakeholders and Proximity to Homes and other Structures**
- (viii) **Proximity to Existing and Planned Development**
- (ix) **Community Acceptance**
- (x) **Visual Impact**
- (xi) **Presence of Existing Corridors**

b. Pana – Mt. Zion

The table below illustrates the support for the routes proposed for this portion of Project, as reflected in the parties’ respective Initial Briefs:

PANA – MT. ZION			
Route	Stipulated (ATXI Primary) Route	ATXI Alternate	Assumption Group / Corzine Highway 51 Route
Part(ies) Recommending Approval	ATXI, Staff, MCPO, Shelby, Gan	None	Corzine

The table demonstrates the parties’ overwhelming preference for the Stipulated Route, as the only opposition to the Stipulated Route (ATXI’s Primary Route) for the Pana-Mt. Zion portion of the Project is from Mr. Corzine. (ATXI Init. Br. 86-88.) For the reasons set for in ATXI’s Initial Brief (id. at 65-72) and below, the Stipulated Route is the superior route.

Gan opposes the Alternate Route, alleging it “does not comply with ATXI’s own siting criteria and is not the least-cost route for this segment.”⁵ (Gan Init. Br. 2-3.) ATXI and Gan agree the baseline cost to construct the Stipulated Route is less than the Alternate Route, however, the Alternate Route does comply with ATXI’s siting criteria, despite Gan’s statement to the contrary. As ATXI explained in its Initial Brief, the Alternate Route was one of two routes

⁵ ATXI and MCPO have entered into a Stipulation advocating Commission approval of the Stipulated Route and the arguments on issues relating to the Alternate Route is submitted solely as a contingency, to preserve arguments in the event that the Commission does not adopt the Stipulated Route.

that were selected as a result of a thorough and extensive route siting analysis, which engaged the public, identified environmental siting criteria, and evaluated cost, conceptual design and constructability. (ATXI Init. Br. 18.) Both Primary and Alternate Routes were selected because in ATXI's judgment, they best balanced these tradeoffs and: i) resulted in the lowest potential for impact overall; ii) best represented public input; iii) could be permitted; iv) could be constructed; and v) are cost effective. (Id. at 19-20.) Gan assumes there is a perfect world where the line could be routed in such a way that no individual landowner would be impacted, where trade-offs do not exist and where balancing competing interests was not necessary. That is simply not possible in this case. (Id. at 16.)

(i) Length of the Line

Mr. Corzine takes the position that his proposed Highway 51 alternate route should be adopted, because although it runs in proximity to developed areas around Macon, Mowequa and Assumption, many of the buildings that it passes are not "occupied residences." But Mr. Corzine's brief does an excellent job highlighting the fact that his proposed alternate route would impact more businesses than the Stipulated Route. (Corzine Init. Br. 4-5.) During cross-examination, Mr. Corzine was asked to identify the buildings that appeared in proximity of the proposed Highway 51 alternate while looking at a Google Earth map. As he stated in hearing, his Route 51 route may impact the town of Macon, a church, and residences which he discounts as unimportant because of the presence of Highway 51 (Tr. 285-290). Thus, as explained in ATXI's Initial Brief and confirmed by Mr. Corzine, the trade off that the Highway 51 route requires to avoid Mr. Corzine's farms is impact to developed commercial and residential areas. For this reason, both ATXI and Staff, which states in its brief "ATXI's Primary Route is preferable" (Staff Init. Br. 28), believe the Stipulated Route is the superior choice.

Mr. Corzine alleges "ATXI deliberately overstated the number of affected residences

along proposed alternate route.” (Corzine Init. Br. 4.) Ms. Murphy testified ATXI “conservatively assumed that any building that appeared to be a residence was, in fact, an occupied residence. We were not able to access all residences or what appeared to be residential buildings along any of the routes.” (Tr. 753: 9 -754: 2.) This conservative assumption is appropriate to consider the maximum potential impact to residences regardless of who its occupants are.

Mr. Corzine also alleges Mr. Rockrohr’s “understanding about the proximity of residences along the Corzine/Assumption proposal was based on inaccurate information.” (Corzine Init. Br. 4.) The flaw Staff identified in Mr. Corzine’s alternate route is its close proximity to several residences south of Assumption. (Staff Init. Br. 28.) Mr. Rockrohr testified his assessment of the various route proposals was based on his review of many factors including ATXI’s application and testimony, maps, data requests and responses between the parties, and Google Maps. (ICC Staff Ex. 1.0R, p. 19; Tr. 257-58.) Thus, Mr. Rockrohr was not “led to believe” anything other than what his own assessment of the proposed Highway 51 alternate route led him to believe. Mr. Corzine does not, and cannot, explain how his brief review of Google is more accurate or superior to the analysis conducted by Mr. Rockrohr based on record evidence.

- (ii) Difficulty and Cost of Construction**
- (iii) Difficulty and Cost of Operation and Maintenance**
- (iv) Environmental Impacts**
- (v) Impacts on Historical Resources**
- (vi) Social and Land Use Impacts**
- (vii) Number of Affected Landowners and other Stakeholders and Proximity to Homes and other Structures**
- (viii) Proximity to Existing and Planned Development**
- (ix) Community Acceptance**
- (x) Visual Impact**
- (xi) Presence of Existing Corridors**

Mr. Corzine’s proposed Highway 51 alternate route is also inferior to the Stipulated

Route because, as Staff points out, eminent domain is not available against the Illinois Department of Transportation. (Staff Init. Br. 28-29.) This would potentially make land rights acquisition for the transmission line right-of-way more difficult.

In sum, Mr. Corzine ignores every criteria, other than the presence of existing corridors, including cost and community acceptance. However, as ATXI’s expert witness testified, the Highway 51 alternate route was studied and rejected during ATXI’s rigorous routing analysis because of the increase impacts to residences and increased cost. (ATXI Init. Br. 72.)

c. Mt. Zion – Kansas

The table below illustrates the support for the routes proposed for this portion of Project, as reflected in the parties’ respective Initial Briefs:

MT. ZION - KANSAS			
Route	Stipulated Route (MCPO Mt. Zion – Kansas Alternate Route)	ATXI Primary Route	ATXI Alternate Route
Part(ies) Recommending Approval	ATXI, Staff, MCPO ⁶ , Shelby, Tarble, Coles County Landowners, Reed, Louise Brock- Jones	None	Piatt Douglas Moultrie Group

As discussed in ATXI’s Initial Brief, the Stipulated Route from Mt. Zion to Kansas best represents the balance of interests of the parties, is best supported by the overall record, and resolves the concerns of the majority of the parties affected by the various routes proposed for the Pana – Mt. Zion and Mt. Zion – Kansas portions of the Project. (ATXI Init. Br. 72-73.) The only party who opposes the Stipulated Route is the Coalition of Property Owners and Interested Parties in Piatt, Douglas and Moultrie Counties (PDM). PDM argues the Commission should reject the Stipulated Route “as it is neither supported by substantial evidence nor in the public

⁶ Moultrie County Property Owners

interest. The Commission should instead approve ATXI's Alternate Route, which *all* of ATXI's evidence supports." (PDM Init. Br. 2 (emphasis added).) There are at least two key flaws with PDM's position: (1) it ignores the standard upon which the Commission must base its decision, and (2) it completely disregards the purpose of requiring parties to submit alternate route proposals.

PDM's argument assumes the only evidence that matters is ATXI's evidence, and the Commission should disregard evidence proffered by any other party – such as MCPO. But the Commission's decision must be based on the record as a whole: "any finding, decision or order made by the Commission shall be based exclusively on the record for decision in the case, which shall include only the transcript of testimony and exhibits together with all papers and requests filed in the proceeding...." 220 ILCS 5/10-103; see also 220 ILCS 5/10-201(e)(iv)(A) (a reviewing court may not reverse a Commission decision upon a finding that it is "not supported by substantial evidence based on the *entire* record of evidence presented") (emphasis added); Bus. & Prof'l People for the Public Interest v. Ill. Comm. Comm'n, 146 Ill. 2d 175, 235-37 (1991) (holding that the Commission acted arbitrarily in ignoring actual historical financial information presented by intervenors and basing its decision on the utility's projection data). The Act does not permit the Commission to only consider one party's evidence. Moreover, the logical result of PDM's position, under which a stipulation should not be considered if it is contrary to the evidence of one of the stipulating parties, would be to prevent parties from resolving their issues by negotiation. Discouraging resolution amongst the parties is contrary to the Commission's goals.

PDM's citation to Business and Professional People for the Public Interest v. Illinois Commerce Commission, 136 Ill. 2d 192 (1989) (BPI I) also undermines their position. PDM

argues that in BPI I the court reversed the Commission because the Commission relied on a settlement and disregarded the evidence. But the Stipulation between MCPO and ATXI is not a “settlement” as that term was used in BPI I – it represents a resolution of issues as between MCPO and ATXI, and is supported by the record. The Commission can consider stipulations not agreed to by all of the parties “as long as the provisions of such a proposal are within the Commission's power to impose, the provisions do not violate the Act, and the provisions are independently supported by substantial evidence *in the whole record*.” Id. at 217 (emphasis added). In fact, it is PDM that is ignoring the evidence of record, in turning a blind eye to the substantial evidence offered by MCPO. As ATXI explained in its Initial Brief (pp. 72-78), substantial record evidence does support the adoption of the Stipulated Route.

PDM cites to no legal support for its proposition that stipulations should not be considered if the record contains competing evidence. Nor can it. This would create a new standard for adoption of stipulations and resolution of issues between parties. As ATXI stated its Initial Brief, the stipulations represent an attempt to balance the interests of the affected parties and the resulting routes are the consensus that emerged. (ATXI Init. Br. 20.) ATXI is not precluded from examining the entire record and adjusting its position in light of evidence brought forth by another party. There would be no point in the ALJs allowing alternate route proposals by Intervenors if ATXI could not examine and adopt them. And there would be little point to this proceeding if it were reduced to a simple choice between ATXI’s two proposed routes.

(i) Length of the Line

PDM is correct that the Stipulated Route is slightly longer than ATXI’s Alternate Route. The Stipulated Route, however, is straighter (thus requiring significantly fewer angle structures which reduces cost), affects fewer residences and non-residential structures, and affects the

fewest acres of prime farmland. (ATXI Init. Br. 74-77.)

(ii) Difficulty and Cost of Construction

PDM asserts the Stipulated Route should not be constructed because ATXI represented to the Commission that the Stipulated Route is “not viable” in its Brief in Response to the Administrative Law Judges Ruling of May 3, 2013. (PDM Init. Br. 5-6.) But PDM’s characterization is not entirely accurate. ATXI stated in its brief that it had previously explained that the route was not viable, citing Ms. Murphy’s rebuttal testimony. PDM glosses over the fact that Ms. Murphy’s testimony is her opinion with respect to environmental and routing factors. (ATXI Ex. 4.0 (Murphy Dir.), p. 2; Tr. 768.) Some factors, such as cost and constructability, were outside the scope of her analysis – input on these factors came from ATXI. (Tr. 768-69, 775-77.) Ultimately ATXI must consider more than just environmental considerations in determining what routes to recommend in this proceeding. Thus ATXI, not Ms. Murphy, considered all the factors, including cost, evidence put forth by MCPO, and the concerns of the other parties, and reached a determination that it could resolve certain issues via a stipulation, notwithstanding Ms. Murphy’s testimony regarding viability. MCPO also considered all the evidence in the record and determined it could resolve certain issues via a stipulation. Such resolutions are a common and important aspect of Commission proceedings. Nothing precludes ATXI from entering the stipulation based on larger considerations than those that serve as the basis for Ms. Murphy’s opinion. No party would benefit if ATXI refused to consider the position of other parties.

PDM also incorrectly states that ATXI’s Alternate Route costs less than the Stipulated Route. It does not. (ATXI Init. Br. 75; ATXI Ex. 16.3 (Rev.), p. 7.) PDM appears to believe MCPO’s cost estimates contained in MCPO Exhibit 1.4 are comparable to the base cost estimates provided by ATXI witness Mr. Murbarger. But Mr. Dauphinais explained the MCPO

Exhibit 1.4 cost estimates were developed from the cost estimates in ATXI Exhibit 3.4 provided by Mr. Hackman. (MCPO Ex. 1.0, p. 18.) The cost estimates in ATXI Exhibit 3.4 also account for overhead and contingencies. Thus, a proper comparison is between MCPO Exhibit 1.4 and ATXI Ex. 3.4 (3d Rev.). As these two exhibits show, the Stipulated Route's total estimated baseline cost, including overhead and contingencies, is \$715,861 less than ATXI's Alternate Route. (ATXI Ex. 3.4 (3d Rev.); MCPO Ex. 1.4.) PDM also misrepresents in footnote 2 Mr. Murbarger's testimony at hearing to argue his base cost estimates for intervenor routes were just 'based on mileage' with 'no other analysis.'" Mr. Murbarger was discussing whether his base cost estimates considered whether the STPL alternate route was constructible or otherwise the least cost alternative, taking all factors into account. (Tr. 368.)

PDM argues "ATXI's Route has fewer severe turns than MCPO's route." (PDM Init. Br. 5.) PDM states this is "plainly visible" on MCPO Corrected Ex. 2.2." (Id.) But this ignores any angle structure *other than* a right angle (90 degrees). ATXI has three categories of structures: tangent (0-1 degrees), running angle (1-15 degrees), and deadend structures (15-90 degrees). (ICC Staff Ex. 1.0R, Attachment H.) The deadend structures are the most expensive (\$107,620 each) and can increase the cost of a route significantly. The correct comparison between the routes is the number of 15 to 90 degree structures—the Stipulated Route has 29 and ATXI's Alternate Route contains 52. (Tr. 574-76; see also ICC Staff Ex. 1.0, Attachment H.)

(iii) Difficulty and Cost of Operation and Maintenance

STPL et al. argues there is a "risk of increased maintenance costs if the ATXI lines were located on the original Primary Route adjacent to Tarble limestone quarry."⁷ (STPL Init. Br. 10-

⁷ ATXI and MCPO have entered into a Stipulation advocating Commission approval of the Stipulated Route and the arguments on issues relating to the Primary Route is submitted solely as a contingency, to preserve arguments in the event that the Commission does not adopt the Stipulated Route.

11.) Mr. Hackman explained, however, based on AMS's experience constructing, operating and maintaining electrical facilities proximate to limestone quarries, the concerns raised by Tarble's witness on this issue are unfounded. (ATXI Ex. 12.0 (Rev.) (Hackman Reb.), p. 27.) AMS has overseen the construction of, and oversees the maintenance and operation of, transmission lines located adjacent to quarry operations in several locations, for example, near Troy, Missouri. (*Id.*) Yet, AMS has not experienced the transmission line operational or maintenance problems associated with lime dust. (ATXI Ex. 12.1, p. 23 (ATXI-STPL 2.28).).

- (iv) **Environmental Impacts**
- (v) **Impacts on Historical Resources**
- (vi) **Social and Land Use Impacts**

PDM also alleges, incorrectly, ATXI “cannot meet its obligation under [the Agricultural Impact Mitigation Agreement (AIMA)]” if the Stipulated Route is adopted. (PDM Init. Br. 11.) The AIMA is *not* specific to any portion of the Project, and governs ATXI's obligations to address concerns regarding damage to farmland and crops wherever it may occur. The AIMA clearly states it sets forth the “standards and policies that the Company will implement as it constructs a 345 kV electric transmission line/distribution facilities on agricultural land *in Illinois.*” (ATXI Ex. 5.2 (emphasis added).) Moreover, ATXI will comply with the AIMA regardless of which route the Commission approves.

Intervenor Louise Brock-Jones Partnership (Brock-Jones) supports the Stipulated Route, but opposes ATXI's Primary Route based on impacts to farmland. Brock-Jones, however, acknowledges its concerns are not unique. (Brock-Jones Init. Br. 5.) As ATXI stated in its Initial Brief, impacts to farmland and individual properties can be addressed through detailed design of the route, construction mitigation measures, and easement and damage compensation. (ATXI Init. Br. 22-24.)

STPL et al. asserts the Primary Route would preclude the mining of limestone deposits

by Tarble Limestone Enterprises (TLE) having a net value of \$4,356,000. (STPL Init. Br. 11.) As Mr. Trelz explained, however, any potential financial impact to a mining operation would be addressed in offers of compensation, as evaluated on a case-by-case basis. (ATXI Ex. 15.0 (Rev.) (Trelz Reb.), p. 8.) And TLE's assertions as to any potential revenue losses are currently speculative. TLE's claims are based on 2012 prices, which may be subject to change, as well as other factors affecting his alleged loss. Moreover, the location of the Transmission Line is subject to final Commission approval and the detailed route design. (Id.) As a result, less stone may be affected by the easement area than Mr. Tarble alleges. For example, applicable rules would prevent Mr. Tarble from mining within 107.5 feet of a property line even if the transmission line was not there (ATXI Ex. 12.0, p. 29). If the final route approved by the Commission in this proceeding impacts property that is being used for mining operations, then, if necessary, ATXI would retain the services of an expert who specializes in the valuation of minerals and mining operations to analyze and determine the extent of the impact, if any, that the presence of the Transmission Line may have on the market value of the mining operation. Any market value impact will be reflected in ATXI's compensation offer. (Id., p. 9.)

STPL also argues the Primary Route would necessitate the deactivation of the Reed restricted landing area runway. (STPL et al. Init. Br. 10.) As Mr. Trelz explained, any potential impact to a private grass airstrip would need to be evaluated on a case-by-case basis. (ATXI Ex. 15.0 (Rev.), p. 9.) If the final route approved by the Commission in this proceeding would impact an existing airstrip, then a determination will be made as to whether the placement of the Transmission Line causes the airstrip to be out of compliance with the regulations of the Federal Aviation Administration or the Illinois Department of Transportation Division of Aeronautics. If so, ATXI will discuss and assess alternatives with the airstrip owner. In sum, ATXI will seek to

reach a reasonable agreement that fairly compensates the owner of the airstrip. (Id.)

**(vii) Number of Affected Landowners and other Stakeholders
and Proximity to Homes and other Structures**

As shown in the table below, the Stipulated Route affects the fewest residential and non-residential structures within 500 feet of the anticipated centerline.

	Residential Structures within 0-500 feet	Non- Residential structures within 0-500 feet
Stipulated Route	13	38
ATXI Primary Route	28	106
ATXI Alternate Route	44	147

(ATXI Ex. 4.5, p. 4; MCPO Ex. 2.3, p. 4.)

**(viii) Proximity to Existing and Planned Development
(ix) Community Acceptance
(x) Visual Impact
(xi) Presence of Existing Corridors**

PDM ignores the record evidence by alleging “The Commission cannot have any assurance that the residents of Piatt and Douglas Counties were even aware the Commission would consider a route through their counties.” (PDM Init. Br. 15.) The record shows ATXI published notice of the Project in both Piatt and Douglas Counties. (ATXI Ex. 4.8.) The record also shows ATXI held a total of six public meetings within these counties. (Id.) Thus, PDM cannot now argue the residents in these counties were not aware of the Project and did not participate in the public process.

G. Kansas – Indiana State Line

The table below illustrates the support for the routes proposed for this portion of Project, as reflected in the parties’ respective Initial Briefs:

Route	Stipulated	ATXI Primary	STPL Route 1	STPL Route 2	Laura Te Grotenhuis Route
Party(ies) Recommending Approval	ATXI, Staff ⁸ , STPL ⁹ , JDL ¹⁰ , Tarble ¹¹ , Thrift, Thompson, Edgar County Landowners	None ¹²	None	Staff, RCECCC, Allen Family	None

It is evident two routes have garnered the widest support: the Stipulated Route (ATXI's Alternate Route, identified as its Rebuttal Recommended Route in ATXI's rebuttal filing) and STPL Route 2. Of the two, the Stipulated Route is superior, for the reasons explained by ATXI. (ATXI Init. Br. 78-86.)

In supporting STPL Route 2, Staff, by its own admission, focuses on nothing more than the length of the line. (Staff Init. Br. 35-36.) But, the fact that the Stipulated Route is a mere 0.3 miles longer than STPL Route 2 (see ICC Staff Ex. 1.0R, p. 51, tbl. 9), is outweighed by the fact it presents the lowest potential for societal impact, as evinced by the number of parties who expressly support it. (See Stip. Ex. 5.) Although RCECCC contends "the Commission has to be concerned about the manner in which the [Stipulated] Route came to the fore on this expedited schedule," (RCECCC Init. Br. 6), that route reflects precisely the intended nature of this docketed process.

RCECCC and the Allen Family largely support STPL Route 2, and oppose the Stipulated Route, for reasons related to the impact, or lack thereof, of those routes on their property. But, "[n]o matter what route that the Commission were to adopt, somebody would be burdened by

⁸ Staff's second preference is the Stipulated Route

⁹ Stop the Power Lines Coalition

¹⁰ JDL Broadcasting, Inc.

¹¹ Tarble Limestone Enterprises

¹² RCECC's second preference is STPL Route 1 and their third preference is ATXI'

having a transmission line” (Tr. 235:2-4 (Staff witness Mr. Rockrohr).) As explained, to accommodate RCECCC and the Allen Family’s concerns would not alleviate those concerns – it would merely shift them to somebody else. And at a cost in this circumstance: STPL Route 2 would likely displace homes. (ATXI Ex. 13.0C (2d Rev.) (Murphy Reb.), p. 59; Thrift/Thompson/Edgar Cty. Ints. Ex. 2.0, p. 2.) Thus, the Stipulated Route is preferred and should be adopted by the Commission.

1. Length of the Line

This factor favors the Stipulated Route. As stated, the Stipulated Route is only 0.3 miles longer than STPL Route 2. But that minimal difference in distance is outweighed by the reduced societal impact the Stipulated Route presents. (See ATXI Init. Br. 78-86.)

RCECCC points out that, at 24.7 miles, STPL Route 1 is the shortest proposed route, and it suggests, for this reason, the route “should remain a viable alternative to consider.” (RCECCC Init. Br. 9.) It should not. As aptly explained by Staff in its brief, “[t]hough [STPL Route 1] would be far shorter *in Illinois* . . . it would require an Indiana utility to construct additional facilities that the Commission has no authority to require.” (Staff Init. Br. 34 (emphasis added); see also Staff Ex. 1.0R, p. 50 (Mr. Rockrohr noting “it is unclear whether Duke Power or some other utility would construct the additional switchyard, or how the cost of the additional switchyard compares to the cost of the longer transmission line that would otherwise be required.”).) STPL Route 1 is simply not feasible.

2. Difficulty and Cost of Construction

No party contends the Stipulated Route would be difficult or costly to construct. Rather, RCECCC and the Allen Family maintain STPL Route 2 is superior because it would be *less* costly to construct. (Allen Family Init. Br. 5; RCECCC Init. Br. 8.) Both rely on Staff witness Mr. Rockrohr’s testimony for this conclusion. Mr. Rockrohr, in turn, relies alone on the baseline

cost estimate for the routes provided by ATXI in Exhibit 16.3 (Rev.). (Staff Init. Br. 35.)

However, Mr. Rockrohr admitted at hearing, “when all things are equal, if one route is less expensive than the other . . . that’s the route that [he is] going to recommend[.]” (Tr. 233: 2-6.)

In brief, Staff conceded it had no opinion whether “all things are equal” between the Stipulated Route and STPL Route 2; it “offers no opinion” regarding the routes’ relative environmental, historical, social, land use, or development impacts, or, notably, their community acceptance. (Staff Init. Br. 35-36.)

Staff did offer one important opinion, however: “Generally, Staff favored routes that passed close to fewer residences.” (*Id.*) STPL Route 2 would likely displace homes. Thus, under Staff’s above-stated criterion, the Stipulated Route is preferable to STPL Route 2. Notably, the baseline cost estimates on which Staff relied to conclude STPL Route 2 is the “least cost” route does not include displacement costs. (ATXI Ex. 16.0 (Rev.) (Murbarger Reb.), p. 6, n.1.) “Thus, to the extent these routes would require displacing any residences or other structures, the cost will be higher than that shown in ATXI Exhibit 16.3.” (*Id.*) That is precisely the case with STPL Route 2. And *that* record evidence “impeaches Mr. Rockrohr’s conclusion that [STPL Route 2] is the least-cost alternative in this situation.” (RCECCC Init. Br. 9.)

Response to STPL, JDL, and Tarble.

Regarding the constructability of the routes, and the related costs, STPL, JDL, and Tarble (collectively, STPL et al.) have engaged in a curious tactic. They entered into a stipulation with ATXI pursuant to which all parties agreed to support the Stipulated Route. (Stip. Ex. 5 (STPL et al. and ATXI “agree[ing] to . . . resolve their concerns regarding the route for that portion of ATXI’s proposed Transmission Line from Kansas, Illinois to the Illinois/Indiana State Line”).) Nonetheless, STPL et al. have (as RCECCC puts it) waged “an epic and

continuing battle” over ATXI’s Primary Route, which has forced ATXI to defend its viability, no doubt to the gratification of RCECCC. (See RCECCC Init. Br. 5.) Now, in brief, STPL et al. mount a three-pronged attack against the Primary Route for this portion of the line, arguing: (1) ATXI’s cost estimate is understated; (2) a federal floodplain easement prohibits construction; and (3) ATXI did not provide requisite notice to the United States and certain landowners on the route. (STPL et al. Init. Br. 17-26.) Those arguments, however, have no basis in the record evidence or Illinois law. Regardless, the Commission need not address these arguments, as both ATXI and STPL et al. recommend approval of the Stipulated Route.

STPL et al.’s “Corrected” Cost Estimates Are Flawed.

STPL et al. contend the “corrected” estimated cost to construct ATXI’s Primary Route between Kansas and the Indiana State line is approximately \$70 million. (STPL et al. Init. Br. 17-18.) In fact, the estimated cost to construct this portion of the Project is over \$10 million *more*. (ATXI Ex. 3.4 (3d Rev.) (showing the expected cost as approximately \$81 million).) How, then, does STPL et al. arrive at their figure? They simply take ATXI’s *baseline* cost estimate for this portion of \$68,236,000 (see ATXI Ex. 16.3 (Rev.)), and add to it: (1) the alleged replacement cost for tiling and terracing installed to prevent soil erosion on one STPL member’s property; (2) the alleged value of limestone deposits on Tarble’s property; and (3) the estimated cost to adjust the type or placement of transmission line support poles near the floodplain easement property. (STPL et al. Init. Br. 18, 25-26, 27.) That calculation is too simplistic. First, it ignores the fact that ATXI’s baseline cost estimates already includes costs related to acquisition of rights-of-way and environmental costs. (ATXI Exs. 7.0 (Murbarger Dir.), p. 5; 16.0, p. 7.) It also ignores ATXI’s *expected* cost estimates, which were developed using a model that includes construction contingencies of the types STPL et al. describe. (ATXI Exs. 12.0

(Rev.) (Hackman Reb.), pp. 19-20; 3.4 (3d Rev.).) In fact, the record evidence reflects the range of the expected costs to construct ATXI's Primary Route from Kansas to the Indiana State line is approximately \$72 to \$91 million. (ATXI Ex. 3.4 (3d Rev.).) STPL et al.'s attack on the Primary Route fails in this regard.

The Primary Route Can Be Constructed.

Next, STPL et al. contend the Primary Route is not constructible because the Natural Resources Conservation Services (NRCS) has acquired a floodplain easement along the route. (STPL et al. Init. Br. 18.)¹³ The Commission and parties are, at this point, no doubt quite familiar with this argument. ATXI has already explained why the easement is not a legal bar to the Primary Route. (See ATXI Br. in Resp. to ALJ Ruling of Apr. 19, 2013 (Apr. 26, 2013); ALJs Notice (Apr. 19, 2013).) And ATXI also has explained that the route nevertheless could be constructed either by spanning the easement at a significant height (400 feet, for example) or by adjusting the transmission line support poles such that no portion of the line touches the floodplain easement property. (ATXI Exs. 12.0 (Rev.), pp. 32-33; 13.0C (2d Rev.), p. 66; 13.10; Tr. 995-1017.) ATXI notes this latter modification is akin to the minor route modifications proposed by Intervenors, including a member of STPL, to avoid their own properties. (See, e.g., STPL Ex. 2.0, pp. 2-3; Pearce Init. Br. 3 (explaining "ATXI's route modification around the EWPP Floodplain Easement is a similar modification" to their proposal).) STPL et al. refuse, however, to accept these explanations. In brief, they contend it is "uncontroverted" that ATXI cannot construct the route over the easement area, and they represent "there is no evidence in this

¹³ Interestingly, now that the briefing stage of this proceeding has commenced, STPL apparently no longer sees the need to rely on the "testimony" of its legal opinion expert, Mr. Perry Baird to make this argument. (See STPL et al. Init. Br. 17-26.) STPL recognizes, as it must, that that expert legal opinion "testimony" is not appropriate; legal opinions belong in legal brief. (See ATXI Init. Br. 82, n.9.) This further suggests that the Commission should accord Mr. Baird's testimony little weight.

record that the NRCS would consent to having NRCS [sic] dangle its transmission line over, in or among the forthcoming forest it has planted.”¹⁴ (STPL et al. Init. Br. 23, 24.) Yet there is no evidence the NRCS would *not* so consent – because the NRCS *is not a party to this proceeding*. In fact, the agency has not intervened despite unequivocally having notice of the proceedings since October 2012. (See STPL Cross Ex. 8 (Oct. 17, 2012 NRCS e-mail).) And STPL et al. offers their speculative assertions without the benefit of engineering or technical expertise, in contrast to ATXI's evidence. RCECCC would argue that lack of intervention signifies the NRCS accepts the Primary Route. (See RCECCC Init. Br. 15.) Perhaps that is why STPL et al. choose to ignore, or refuse to accept, the “uncontroverted” fact of the NRCS’s absence here.

STPL et al. fault ATXI for its inability (and unwillingness) to speak on the NRCS’ behalf. (See STPL et al. Init. Br. 23.) STPL et al. certainly have no qualms doing so. Indeed, to make their arguments, STPL et al. must make assumptions as to the position of the NRCS – as the NRCS is not a party. But STPL et al. go too far in suggesting the agency even “has a dog in the hunt” when it comes to the Primary Route. STPL Exhibit 15.0 – a 2007 NRCS Circular on which STPL et al. rely to speculate on the NRCS’ behalf (see STPL et al. Init. Br. 21-22) – indicates it is the agency’s policy to “respond to proposed infrastructure projects immediately in order to protect the interests of the United States. Early involvement is essential” (See STPL Ex. 15.0 (NRCS Circular), pp. 1, 2.) Despite this stated policy, however, the NRCS *has not intervened* “to protect [its] interests” in this proceeding. And there is no evidence here that the statements of alleged NRCS biologist Mr. Hiatt that STPL et al.

¹⁴ There is no record evidence ATXI would hang the transmission line “in or among” or “through” *any* trees, let alone those on the federal floodplain easement property. (See STPL et al. Init. Br. 24.) As in other places, STPL et al. take much liberty with the evidentiary record here.

include in their brief mean anything.¹⁵ The second prong of STPL et al.'s attack on the Primary Route necessarily fails.

ATXI Provided the Requisite Notice.

In a final effort to ensure the Primary Route is not approved, STPL et al. contend ATXI (or the Commission) failed to provide requisite notice to the United States, via the NRCS, and to alleged landowners along the route. (STPL et al. Init. Br. 19-20, 24-25.) Remarkably, STPL et al. expend several pages of brief arguing ATXI failed to notify an agency that, by STPL et al.'s own showing, unquestionably had actual notice of the Project and this proceeding. (See STPL et al. Init. Br. 19-21(citing an Oct. 17, 2012 NRCS email to ATXI, Dec. 6, 2012 and May 6, 2013 NRCS comments made on the Commission's e-Docket for this docket, and Feb. 27 and May 7, 2013 NRCS letters to ATXI's counsel in this proceeding).) STPL's own exhibits demonstrate the NRCS had ample "notice and an opportunity to be heard." (STPL Init. Br. 20.)

The initial absurdity of STPL et al.'s position aside, their "notice" arguments represent a fundamental misunderstanding of the applicable law. Section 8-406.1 governs this proceeding. That section allows the Commission to grant a certificate "after notice and hearing" 220 ILCS 5/8-406.1(f). It also explains what type of "notice" is necessary: pre-filing public meetings in each county where the Project is to be located, notice by newspaper publication in those counties,

¹⁵ At hearing, STPL's counsel represented, over ATXI's objection, that certain of Mr. Hiatt's statements were admissible for the purpose of demonstrating notice, and not for the truth of the matters stated within them. (Tr. 922-23.) In brief, however, STPL et al. unquestionably rely upon them for the matters stated therein. (STPL et al. Init. Br. 20-21.) If relied upon for that purpose, however, the documents are hearsay. See Ill. R. Evid. 801. They do not fall within any exception to the rule. See, e.g., Ill. R. Evid. 403(8) (excepting public records if they are required by statute or set forth the activities of the agency); *Lombard Park Dist. v. Chicago Title & Trust Co.*, 105 Ill. App. 2d 371, 378 (1969) (finding "[r]ecords which concern causes and effects, involving the exercise of judgment and discretion, expressions of opinion, or the drawing of conclusions, are not admissible . . ." as public records). The due process requirements of administrative proceedings include "the opportunity to be heard, the right to cross-examine adverse witnesses, and impartial rulings on the evidence." *Gigger v. Bd. of Fire & Police Comm'rs of City of East St. Louis*, 23 Ill. App. 2d 433, 439 (1960). STPL et al. did not call Mr. Hiatt (or any NRCS representative) as a witness in this proceeding, and ATXI has had no opportunity to cross-examine him. There is no evidence Mr. Hiatt is authorized to speak on behalf of the NRCS. There is no evidence Mr. Hiatt is even still employed by the agency. The Commission will never know and may accord his unequivocal hearsay statements no weight.

and post-filing notice by newspaper publication in the official State newspaper, among others. 220 ILCS 5/8-406.1(a)(3), (d). ATXI provided the requisite notice, including in Clark County. (ATXI Exs. 4.0 (Murphy Dir.), pp. 13-14; 4.8, Part 1, pp. 1-3, Part 104 & Part 105, p. 1; Cert. of Publication (filed Dec. 11, 2012).) Staff agrees. (Staff Init. Br. 7 (“ATXI has satisfied the requirements of Section 8-406.1(a)(1)-(3), (d) and (e).”).) And neither STPL et al. nor any other Intervenor dispute this.

Nonetheless, STPL et al. argue notice was not provided to the United States and certain landowners pursuant to Section 200.150(h) of the Commission’s Rules of Practice, 83 Ill. Adm. Code 200.150(h). That Rule requires a utility to provide the Commission with “a list containing the name and address of each owner of record of the land as disclosed by the records of the tax collector” Id. The Rule requires the Commission to then “notify the owners of record of the time and place scheduled for the initial hearing upon the application.” Id. The last sentence of Section 200.150(h) also deserves mention: “The foregoing provisions for notice to owners of record shall not be deemed jurisdictional and the omission of the name and address of an owner of record from the list or lack of notice shall in no way invalidate a subsequent order of the Commission relating to the application.” Id.¹⁶ The point of this final clause is clear: the Commission’s order cannot be attacked solely because certain landowners did not receive mailed notice of the initial status conference.

This rule does not aid STPL et al. in their crusade against the Primary Route. First, the United States is not an “owner of record.” While the United States may hold an easement

¹⁶ See also Quantum Pipeline Co. v. Seagull Prod. Pipeline Corp., 304 Ill. App. 3d 310, 323 (noting “the [Illinois] supreme court has held, on numerous occasions, that landowners on a path proposed for certification have no right to notice of the proceedings addressing certification, because the granting of a certificate deprives them of neither their property nor any interest therein”); Zurn v. City of Chicago, 389 Ill. 114, 131 (1945) (citing Chicago, Burlington & Quincy R.R. Co. v. Cavanaugh, 278 Ill. 609) (“The [landowners] were not deprived of their property, nor of any interest therein, by the mere making of the order, which neither gave the petitioner any interest in or right to possession of the property.”).

interest in the floodplain property (STPL et al. Init. Br. 19), it does not *own* the land there. See Urbaitis v. Commonwealth Edison, 143 Ill. 2d 458, 462 (1991) (“A grant of an easement is a substantially lesser estate in land which merely permits a grantee to use a portion of the land for a limited purpose without conveying title to the grantee.”); Mueller v. Keller, 18 Ill. 2d 334, 340 (1960) (“an easement is a privilege in land existing distinct from the ownership of the land”); accord Beloit Foundry Co. v. Ryan, 28 Ill. 2d 379, 388 (1963) (“An easement is a right or a privilege in the real estate of another”) (citing 16 I.L.P, Easements, Sec. 2). The United States, as an easement holder, is not a “landowner.” Therefore, Section 200.150(h) imposes no obligation on the Commission (or ATXI) to notify it of the initial status conference in this proceeding. Even if such obligation existed (it does not), failure to notify the United States would not invalidate Commission approval of the Primary Route. 83 Ill. Adm. Code 200.150(h).

STPL et al.’s contention ATXI failed to list certain landowners pursuant to Section 200.150(h) likewise lacks merit. They claim ATXI failed to include Deborah Hutchings on the landowner list ATXI provided the Commission pursuant to Section 200.150(h) although her name appears on the tax collector’s records. (STPL Init. Br. 24.) As stated, however, omission of Ms. Hutchings name from an envelope addressed to her husband, Thomas Hutchings, at the same address would not invalidate Commission approval of the Primary Route. 83 Ill. Adm. Code 200.150(h). STPL et al. also claim individuals whose names do *not* appear on the tax collector’s records, but in the county recorder’s instead, should have received mailed notice. (STPL Init. Br. 24.) Again, STPL et al. ignore the plain language of Section 200.150(h). That rule only requires that ATXI provide the Commission “a list containing the name and address of each owner of record of the land *as disclosed by the records of the tax collector*” 83 Ill.

Adm. Code 200.150(h) (emphasis added). Regardless, STPL et al.’s contention that neither Ms. Hutchings nor the other landowners received notice of this proceeding (STPL Init. Br. 24) is patently untrue. As stated, it is undisputed that ATXI provided the publication notice required by Section 8-406.1. Thus, *all* persons in Clark County received proper statutory notice of the proceeding. The third and final prong of STPL et al.’s attack on the Primary Route also fails.

At the end of the day, STPL et al. have expended substantial time and effort (and not just STPL et al.’s own) on issues the Commission need not decide. There is very little party support for the Primary Route (only from RCECCC, as their third choice). ATXI prefers approval of the Stipulated Route. Nevertheless, STPL et al. have expended a substantial effort in order to prove nothing other than that the Primary Route remains a viable alternative that the Commission can indeed consider should it close to do so.

3. Difficulty and Cost of Operation and Maintenance

This factor favors the Stipulated Route, as no party contends the route would be difficult or costly to operate and maintain.

Not surprisingly, STPL et al. contend it would be costly to operate and maintain the Primary Route. First, they argue ATXI would experience increased costs due to that route’s proximity to limestone quarry mining operations. (STPL et al. Init. Br. 26-27.) But the record reflects that Ameren Services Company (AMS) has overseen the construction of, and oversees the maintenance and operation of, transmission lines located adjacent to quarry operations. Despite this, it has not experienced resulting operational or maintenance problems. (ATXI Ex. 12.0 (Rev.), pp. 28-29.) STPL et al. also argue the Primary Route “could entail extraordinary maintenance costs” due to its proximity to the federal floodplain easement. (STPL Init. Br. 27.) The “extraordinary” costs to which STPL et al. refer? Approximately “60 bucks”:

Q. And have you calculated what your increased maintenance

costs would be if you chose to span the federal floodplain easement area?

A. It would -- again, the probability of that happening is very small, so the actual cost is -- you multiply probability times risk to come up with cost. It's a very small number, because the probability is so small. We don't routinely have to repair these things. It's not like we're in there every year fixing broken things. A lot of our wires haven't been touched in 80 years, so if the chance of something happening is one-in-80, but it costs an extra \$5,000, today's cost might be 60 bucks.

(Tr. 1016: 14-22, 1017: 1-5.)

4. Environmental Impacts

The Allen Family and RCECCC contend the Stipulated Route will destroy more woodlands than STPL Route 2. (RCECCC Init. Br. 11.) Paul Thrift, John Thompson, and the Edgar County Intervenors contend STPL Route 2 will destroy more woodlands than the Stipulated Route. (Thrift/Thompson/Edgar Cty. Inters. Init. Br. 2.) Both sets of Intervenors have one thing correct: whatever route the Commission approves will impact woodlands. (ATXI Ex. 13.0C (2d Rev.), p. 62.) Because that impact cannot be altogether avoided, there is no reason to elevate any route over the Stipulated Route. That route demonstrably has the lower overall potential for environmental (and societal) impact. (ATXI Init. Br. 78-86.)

STPL et al. complain the Primary Route will impact soil conservation practices on one landowner's property. (STPL et al. Init. Br. 27.) But that complaint, again, ignores the record evidence. Environmental impacts can be addressed through pole design and construction mitigation measures. (ATXI Ex. 13.0C (2d Rev.), p. 64.) Further, ATXI will repair any soil conservation practices damaged by construction of the transmission line and will work with landowners to ensure their property is fully restored to the same or a like condition as immediately prior to construction. (ATXI Exs. 15.0 (Rev.) (Trelz Reb.), p. 18.0; 5.2.) And as explained, environmental impacts will occur regardless of the route approved.

5. Impacts on Historical Resources

This factor favors the Stipulated Route, as there is no dispute that the Stipulated Route does not impact historical resources. RCECCC points out “[t]here is absolutely no evidence which indicates that there are historical resources on either of STPL’s Alternate Routes,” and then leap to the *non sequitur* conclusion “the Commission can consider this factor as favoring the use of those routes.” (RCECCC Init. Br. 12.) The fact that there is no evidence regarding the impact of STPL Routes 1 and 2 on historical resources is because STPL did not put any in the record. This does not suggest the *absence* of any impact, however; rather, it suggests the absence of an *analysis* of impact. (ATXI Ex. 13.0C (2d Rev.), p. 63.)

STPL et al. contend the Primary Route will “go right down the middle” of a “Centennial Farm” and “right over” a cemetery. (STPL et al. Init. Br. 28.) Yet, they have not shown that the National Register of Historic Places recognizes either. In fact, the Primary Route does not impact any historical resources included in that Register. (ATXI Ex. 4.5, p. 20.) Pole placement considerations would alleviate STPL et al.’s concerns in any event. (ATXI Ex. 13.0C (2d Rev.), pp. 63-64.)

6. Social and Land Use Impacts

As ATXI demonstrated in brief, the Stipulated Route has the lowest overall potential for societal (and environmental) impact of the routes proposed for this portion of the Project. (ATXI Init. Br. 78-86.) RCECCC, however, claims the route will negatively affect its members’ current and intended home-based business uses. (RCECCC Init. Br. 12.) RCECCC does not explain how it would impact those businesses. (ATXI Ex. 15.0 (Rev.), pp. 9-10.) Regardless, if the Commission approves a final route that impacts property used for business purposes, ATXI will seek a reasonable agreement with the owner that fairly compensates them. (*Id.*)

Here, again, STPL et al. mount an attack against a route that essentially no party supports

– the Primary Route. STPL et al.’s contentions, however, are not grounded in the record evidence.

STPL et al. first claim the Primary Route would require the taking of property with “significant” limestone deposits. (STPL et al. Init. Br. 28.) This statement is contrary to the record. (See ATXI Ex. 15.0 (Rev.), pp. 19-20.) Moreover, 62 Ill. Adm. Code 300.110(h) regulates the proximity of limestone mining operations near a property line. That rule generally precludes mining operations closer than 10 feet plus 1½ times the depth of the excavation, absent exceptions, from a property line. According to STPL et al., this setback regulation means intervenor Charleston Stone Company, for instance, cannot mine closer than 107.5 feet from its boundary line regardless of whether a transmission line easement is there. (ATXI Ex. 12.0 (Rev.), p. 29.)

STPL et al. also contend the Primary Route *could* result in closure of the radio station operated by JDL in Clark County, or force relocation of its radio tower due to the route’s proximity to that structure. (STPL et al. Init. Br. 29-30.) Each contention STPL et al. make in this regard is unfounded. (ATXI Ex. 12.0 (Rev.), pp. 33-38.) Certain preexisting structures, including the radio tower’s guywire anchor, can remain in the Primary Route’s easement. (Id., p. 34.) There would be no need to move the tower. Any claim the tower could collapse and strike the nearby line (or visa versa) is admittedly hyperbolic and unsupported. (Id., p. 35; ATXI Ex. 12.1, pp. 11, 16, 20 (ATXI-JDL 3.26, 3.31, 4.19, 4.26).)

Next, STPL et al. contend stray voltage and the line’s electromagnetic field (EMF) will impact metallic objects associated with nearby farming and the aforementioned radio broadcasting operations. (STPL et al. Init. Br. 30-31.) At a distance of one foot, a blender at high speed typically generates a lower magnetic field than ATXI has measured for the line.

(ATXI Ex. 12.0 (Rev.), pp. 23-24.) The transmission line will not have any “stray voltage.” (*Id.*, p. 26.) Neither EMF nor stray voltage are realistic concerns relating to the Project. (*Id.*, pp. 24-26.)

Finally, STPL et al. take issue with the Primary Route due to its alleged proximity to certain homes. (STPL et al. Init. Br. 31.) This is a surprising position given that one of the routes STPL initially proposed – STPL Route 2 – would likely *displace* homes. (ATXI Ex. 13.0C (2d Rev.), p. 59; Thrift/Thompson/Edgar Cty. Ints. Ex. 2.0, p. 2.) In contrast, the Stipulated Route would not result in displacement of any homes.

7. Number of Affected Landowners and Other Stakeholders and Proximity to Homes and Other Structures

In championing its support of STPL Route 2, RCECCC simply dismisses the fact that the route would likely displace homes. Instead, it argues that factor bears no weight because ATXI made no distinction between occupied and non-occupied residences. RCECCC concludes, “As a result, there may be no real difference related to this factor concerning any of the relevant routes.” (RCECCC Init. Br. 13.) But there is no evidence these homes are *not* occupied. The better approach is ATXI’s: “We conservatively assumed that any building that appeared to be a residence was, in fact, an occupied residence. We felt it was more appropriate to err on the side of caution.” (Tr. 753: 12-18 (ATXI witness Ms. Murphy explaining ATXI’s assumption because it was not able to access all residences along any of the routes).) So should the Commission.

8. Proximity to Existing and Planned Development

No party argues the Stipulated Route would impact any existing or planned development not already addressed above. But, true to form, STPL et al. argue the Primary Route would. Specifically, they claim Tarble would be unable to develop residential subdivisions on its property once it has exhausted its limestone mining there. (STPL et al. Init. Br. 31.) This claim

is speculative and unsupported. Tarble admittedly has “no anticipated date of sale for any residential subdivisions because the depletion of the reserves at the mine site are 25 to 30 years away.” (ATXI Ex. 15.0 (Rev.), p. 20 (quoting ATXI-TLE 2.23).) Regardless, the only area where the construction of residences and buildings would be prohibited is within the 150-foot easement; property outside the easement would remain available for development. (Id.)

9. Community Acceptance

This factor favors the Stipulated Route – the number of intervening parties who expressly support that route (Stip. Ex. 5) demonstrates it has garnered the widest acceptance. Likely recognizing the fact that STPL Route 2 has less party-support, RCECCC looks beyond the parties in this proceeding, or evidence for that matter, to make its argument. RCECC includes in its brief the text of a public comment that indicates disapproval of ATXI’s initially proposed routes for this portion of the Project, and it argues the Commission can use public comments “as evidence of the negative community acceptance of the proposed transmission line in Clark and Edgar Counties.” (RCECCC Init. Br. 15-16.) The Commission cannot. “[P]ublic comments may not be treated as evidence or relied upon to resolve contested issues of fact” Apple Canyon Lake Prop. Owners’ Assoc. v. Ill. Comm. Comm’n, 2013 IL App (3d) 100832, ¶ 42 (Mar. 5 2013).

Perhaps realizing this reality as well, RCECCC next purports to speak on behalf of nonparties, speculating they have not intervened in this proceeding because there is already a transmission line in Edgar and Clark Counties. (RCECCC Init. Br. 16.) The record evidence, however, suggests the opposite. See, e.g., (Tr. 274-76 (Intervenor Mr. Corzine testifying he has power lines existing on his property and stating why he does not desire construction of another line there).) Even the public comment on which RCECCC relies in brief does not aid it here: “One proposed route is to parallel an existing structure. This will create undo [sic] hardships on

those who currently farm that land.” (RCECCC Init. Br. 15.) Put simply, not every landowner prefers parallel transmission lines.

10. Visual Impact

11. Presence of Existing Corridors

RCECCC champions parallel transmission lines. This Intervenor considers paralleling an “exceptional idea,” and they make much in brief of ATXI witness Mr. Hackman’s statement at hearing that STPL Route 2’s parallel lines could be ““an *acceptable* combination.”” (See, e.g., RCECCC Init. Br. 8, 16, 18 (quoting Tr. 992: 9 (emphasis added)).) Yet “acceptable” does not mean in all cases “desirable.” As Mr. Hackman explained, absent sufficient separation between the rights-of-of ways for parallel transmission lines, paralleling is not desirable because construction, operations and maintenance, and reliability issues can result from the lines’ proximities to each another. (ATXI Ex. 12.0 (Rev.), pp. 5-6, 10.) There is no record evidence of the assumed separation between the rights-of-way for STPL Route 2 and the existing 138 kV line it parallels.

Nevertheless, in defense of all things parallel, RCECCC contend, “Most strikingly, Ms. Murphy disclosed that 19% of the entire Rebuttal Recommended Route is now composed of parallel or dual circuit lines.” (RCECCC Init. Br. 18.) To clarify, ATXI witness Ms. Murphy made that statement regarding parallel lines, not dual circuited ones. (Tr. 930: 7-10.) All the same, it is worth noting that 18% of ATXI’s Primary Route constituted parallel lines. (Tr. 976.) Thus, the entire route that ATXI now recommends be parallel has grown slightly – by 1%. As Mr. Hackman explained at hearing, that is precisely as it should be:

My recollection -- and again, I don't have the exact figures in front of me -- but my recollection was the primary route originally was 18 percent, and now the recommended alternative routes or whatever we're calling what we've agreed to is about 19 percent, so it's grown slightly.

But that's exactly the point, Mr. Moran, I was trying to describe to you before, which is, as people have come forward and identified particular areas, we try to have -- we balance can we accommodate paralleling against the environmental factors that are there as well as the costs, the long-term maintenance, and then the reliability that I previously described? So it isn't shocking to me that it moves either up or down, because we're learning new things through this process. That's exactly the nature of the public process that the legislature has put before us.

(Tr. 976: 9-22, 977:1-3.)

H. Sidney – Rising

The table below illustrates the support for the routes proposed for this portion of Project, as reflected in the parties' respective Initial Briefs:

SIDNEY-RISING			
Route	ATXI Primary Route	ATXI Alternate Route	Ragheb Family Route
Part(ies) Recommending Approval	ATXI, Staff, Champaign, Ragheb, CSLPG	Savoy (east-west leg only)	None

The record in this case demonstrates the preferred route for the Sidney – Rising portion of the Project is mostly uncontested. (ATXI Init. Br. 86-88.) The only issue remaining is whether the Primary Route should be adopted in its entirety. The sole Intervenor who recommends any portion of the Alternate Route is the Village of Savoy. (*Id.* at 87.) Savoy recommends the Commission adopt a hybrid route using the Primary Route for the western (north-south) leg from the Rising substation until it angles east, and would pick up the Alternate Route for the southern (east-west) leg (including the modification proposed by Dr. Ragheb) of the new line. (Champaign-Savoy Init. Br. 6-7.) The City of Champaign and Savoy focus on only three of the 11 factors required in briefing by the ALJs: (1) proximity to existing and planned development; (2) visual impact; and (3) presence of existing corridors. (*See id.*) In fact,

none of the remaining factors are even mentioned. On the other hand, ATXI's selection of the Primary Route strikes the best balance of all considerations as discussed in its Initial Brief (ATXI Init. Br. 86-93).

- 1. Length of the Line**
- 2. Difficulty and Cost of Construction**
- 3. Difficulty and Cost of Operation and Maintenance**
- 4. Environmental Impacts**
- 5. Impacts on Historical Resources**
- 6. Social and Land Use Impacts**
- 7. Number of Affected Landowners and other Stakeholders and Proximity to Homes and other Structures**
- 8. Proximity to Existing and Planned Development**

Savoy argues the Primary Route negatively affects growth to the south of Savoy, and therefore, the Commission should approve the hybrid route to eliminate this concern. (*Id.* at 7.) Savoy, however, cites to no evidence that this will in fact be the case – while ATXI has explained that Savoy's planning area is almost entirely north of the Primary Route and there is no currently planned development in that area. (ATXI Init. Br. 87-88.)

Savoy states the Primary Route south of the Village is within Savoy's extra-territorial jurisdiction and is "the area in which Savoy can control growth" via its "power to regulate the density, height, land use, and other zoning powers. (Champaign-Savoy Init. Br. 2, 6.) The Act, however, preempts such control, *specifically* with respect to projects for which Certificates have been granted under the Act. *Commonwealth Edison Co. v. City of Warrenville*, 288 Ill. App. 3d 373 (2d Dist. 1997). As the court in *Warrenville* explained, the state's interest in its power grid is purely a statewide concern that supersedes the interests of local municipalities. *Id.* at 379. The goal of the Act is to provide adequate, reliable, efficient and least-cost electrical service *to the state's citizens.*" *Id.* at 380. (emphasis added.) The futility of Savoy's position is made evident by the very fact a transmission line could be built *within* municipality boundaries.

The record supports the selection of the Primary Route. As ATXI's Initial Brief

explained, the Primary Route is shorter and would cost approximately \$25 million less than the Alternate Route.¹⁷ (ATXI Init. Br. 90.) The Primary Route makes use of existing easements, minimizes the potential for impact to existing residences, and best represents the majority consensus of participants in the public process and parties in this proceeding. (Id. at 86-93.) For these reasons, and based on the testimony of Staff and the other parties, the record supports the selection of the Primary Route as the best and least cost option.

- 9. Community Acceptance**
- 10. Visual Impact**
- 11. Presence of Existing Corridors**

IV. MANAGING AND SUPERVISING THE CONSTRUCTION PROCESS

No Intervenors have questioned or disputed ATXI's (or AMS) ability to efficiently manage and supervise the Project's construction process, or to ensure adequate and efficient construction and supervision of the Project. Staff raises the limited question of whether ATXI would continue to exist and complete the Project if Ms. Maureen Borkowski left the Company. (Staff Init. Br. 40.) However, Staff witness Mr. Rockrohr agreed that AMS personnel are capable of managing and supervising the Project, that he is not aware of any Commission order finding AMS unable to adequately manage and supervise transmission line construction, and he has no reason to question that AMS has successfully overseen similar projects. (ATXI Ex. 12.1, pp. 1-2 (ATXI-ICC 1.04 & 1.05); ICC Staff Ex. 1.0R, p. 8; Tr. 244.) Mr. Rockrohr testified at hearing that he is "75 to 80 percent satisfied that ATXI would continue in some capacity, as well as the project, should Ms. Borkowski leave[.]" (Tr. 244: 13-16.) Staff never explains why it believes ATXI would not put someone in place should Ms. Borkowski leave. (Tr. 244.) And ATXI has explained in detail how it will manage and supervise the Project's construction

¹⁷ ATXI notes there was a typographical error in its Initial Brief (p. 87) stating the baseline cost of Primary Route was approximately \$4.5 million less than the Alternate Route.

processes. Therefore, the Commission should find that ATXI meets this statutory criterion.

V. FINANCING THE PROPOSED CONSTRUCTION

No party disputes ATXI's ability to finance the proposed Project.

VI. OTHER

The Commission Should Not Consider Any Portion of the Project in a Separate Proceeding.

Certain parties recommend that the Commission not grant a Certificate for specific portions of the Project. Staff proposes that the Commission not grant a Certificate in this proceeding for the Pawnee – Pana – Mt. Zion – Kansas portions. Intervenor Mr. Leon Corzine makes a similar recommendation for Pana – Mt. Zion – Kansas. RCECCC claims it would be premature to grant a Certificate for Kansas – State Line. Generally, as discussed further below, deferring consideration of certain portions of the Project for another day will cause delay and thus potential reliability concerns, and any new proceeding will create unnecessary and unwanted burdens on parties to this case.

Staff's concerns are based on the incorrect premise that a Kincaid to Mt. Zion 345 kV connection has not been considered by ATXI or MISO and so "it is still not clear that ATXI chose the best location for the Mt. Zion substation." (Staff Init. Br. 40.) In fact, the record makes clear that discussions *were* held regarding MVP configurations connecting to the Kincaid station during the MISO RGOS and MVP development meetings. (ATXI/Staff Joint Cross Ex. 1, pp. 7-8 (Resp. to ICC-ATXI 6.01 & Attach).) The Kincaid facilities' configuration presents operational and reliability concerns that would impact any decision to connect there. (*Id.*, p. 9 (Resp. to ICC-ATXI 6.01S).) As it is well established that the MISO MVP process examined numerous system configurations (*id.*, p. 7 (Resp. to ICC-ATXI 6.01)), it is reasonable to conclude that a Kincaid – Mt. Zion alternative did not emerge as a superior option. ATXI also notes that MCPO witness Mr. Dauphinais examined alternative reinforcements to the Decatur

area, and only identified his “Oreana 345/138 reinforcements,” not a Kincaid connection (or any other alternative) to ATXI’s proposal to connect Pana – Mt. Zion - Kansas.¹⁸

Deferral of any portion of the Project for further consideration would create delay, due to the need to complete another approval process and for MISO to review any changes to key elements of the Project. (MISO Ex. 2.0, p. 14.) Delay will put the in-service dates for the Project at risk and thus presents reliability concerns. (See ATXI Ex. 2.4.)

Each portion of the 345 kV transmission line is part of the Illinois Rivers Project because it is an integral part of the transmission upgrades needed to promote the development of an effectively competitive electricity market and provide reliability benefits of the Project. The Project was approved by MISO as a part of the MVP portfolio for Illinois. (ATXI Ex. 2.0 (Kramer Dir.), pp. 19-20.) It is necessary to include all the identified line segments in the Project in order to achieve the full benefits for the ATXI and Ameren Illinois systems to continue to provide reliable service. (MISO Ex. 1.0, p. 32.) At the very least, consideration in a separate docket could place the 2016 in-service dates at risk for the River – Quincy, Quincy – Meredosia, Pana – Mt. Zion, and Sidney – Rising portions of the Project. (Id.) This in turn could jeopardize the timely achievement of the reliability and other benefits of the Project. (ATXI Ex. 11.0 (Rev.) (Kramer Reb.), p. 10.)

Moreover, consideration of any portion in a separate docket could disrupt the sequencing of the construction of the Project line segments. MISO and ATXI have determined the preferred construction sequence, as shown on ATXI Exhibit 2.4, to minimize the disruption of the transmission system during construction and commissioning of the Project. Without proper

¹⁸ Staff suggests that consideration of the Pana – Mt. Zion – Kansas connection can wait because ATXI will need to get a Certificate for its 138 kV connections. (Staff Init. Br. 40.) However, this assumes that a certificate would be required, see 220 ILCS 5/8-406(g), and that any 138 kV connection Certificate proceeding would not itself have to wait until the location of the 345 kV facilities to connect to was determined by the ICC first.

sequencing of in-service dates, temporary system overloads could result, which would impact system operations. (Id.) Additionally, proper sequencing will help reduce the creation of system congestion that could potentially affect the economic benefits of the energy market. (Id.) Deferral of certain portions would be inconsistent with this producing of benefits.

Separate consideration of portions of the Project in a separate proceeding would also create unnecessary confusion for the public and burden on the parties to this case. As required under the expedited statutory process, ATXI held a series of public open houses, providing the required notices throughout the affected communities. ATXI also conducted extensive stakeholder meetings beyond what was required by Section 8-406.1. ATXI representatives have met with many of the affected landowners and other stakeholders. These affected landowners and stakeholders expect that the resolution of ATXI's request for a Certificate will take place in this docket. To simply set aside the process, which has been ongoing for over a year, and restart it again, can only lead to public confusion and uncertainty as to Commission's and the Company's intentions. Further, affected landowners have intervened in the current proceeding, and, in some cases, retained legal counsel to represent their interests. In many cases, Intervenor have endorsed a route, through stipulations and/or testimony. These Intervenor would be required to continue to participate in a new or re-filed proceeding, and bear additional legal fees and costs in repeating appearances at status hearings, responding to motions, conducting the same discovery, making the same alternative route proposals, and submitting the same testimony. The end result would be a situation in which numerous route proposals were still at issue, including many of the same routes at issue in the current proceeding. In short, ATXI believes that many parties would be opposed to new or additional proceedings as Staff and others propose.

Concerns About the Expedited Process Are Unfounded.

A few parties (Ragheb, Illinois Agricultural Association (IAA)) express generalized complaints about the expedited process. (IAA Init. Br. 2-3.) IAA, for example, argues that the “225 day time limitation does not allow the Commission to conduct the discovery and hearings in a manner commensurate with the magnitude of the property rights at risk,” thus creating a “high risk that landowners will not be afforded due process.” (*Id.*) IAA’s comments are generally representative of other parties that have criticized the expedited process.

But no one has made a serious argument that issuance of an order within the statutory deadline has in fact violated someone’s constitutional right to due process. The criticisms lodged against the expedited process are by and large just that – generalized criticisms that more time would have been better, with no real tie to any factor the Commission must consider in deciding whether to grant the Certificate.

The wisdom, fairness or constitutionality of Section 8-406.1 is not an issue the Commission can or should decide in this proceeding. The Commission is a creature of the legislature and has only the authority granted to it by statute. Commonwealth Edison Co. v. Ill. Comm. Comm’n., 332 Ill. App. 3d 1038, 1048 (2002), quoting City of Chi. v. Ill. Comm. Comm’n., 79 Ill. 2d 213, 217–18, 37 Ill. Dec. 593, 402 N.E.2d 595 (1980). Section 8-406.1 requires that certain procedures be followed within a specified period of time. This process and procedure applies to all cases filed under the statute – not just “small” projects or projects affecting anyone but farmers. The statute carries a presumption of constitutionality; the Commission is without authority to declare statutes (or their enforcement) unconstitutional in any event. Cinkus v. Vill. of Stickney Mun. Officers Electoral Bd., 228 Ill. 2d 200, 214 (2008) (“To be sure, an administrative agency lacks the authority to declare a statute unconstitutional, or

even to question its validity.”); see also Home Interiors & Gifts v. Dep't of Revenue, 318 Ill. App. 3d 205, 210 (1st Dist. 2000) (citing Texaco-Cities Service Pipeline Co. v. McGaw, 182 Ill. 2d 262, 278 (1998)) (“It is well settled that an administrative agency has no authority to declare a statute unconstitutional or even to question its validity.”). Neither Section 8-406.1 nor any other provision of the Act provides authority for the Commission to waive, alter or extend the process and procedure spelled out in Section 8-406.1. In short, the processes and deadlines mandated by Section 8-406.1 are what they are.

No one has suggested that ATXI has not complied with any informational or notice requirement of Section 8-406.1. Indeed, the Intervenor in this case received far more process than they were legally due under the statute, including:

- Additional public meetings and community representative forums with stakeholders. (ATXI Ex. 4.0 (Murphy Dir.), pp. 3-4.)
- Direct mail notice of meetings to potentially affected landowners. (Id., pp. 18-20.)
- A list in its filing containing the names and addresses of each owner of record of privately owned tracts of land, upon or across which the proposed Primary Route of the Transmission Line will be constructed, as disclosed by the records of the tax collectors of the pertinent counties, a separate list of the names and addresses of each landowner whose property would be crossed by the proposed Alternate Route, as well as certain other persons or entities potentially impacted by the Project or by connections to the Project, for the Commission to issue notice to. (ATXI Ex. 5.4 (Rev.).)
- An informational Packet under 83 Ill. Admin. Code § 300.20, originally submitted to the Commission on April 20, 2012.
- Notice to utilities and railroads as specified in 83 Ill. Admin. Code Part 305. (Petition Ex. D.)
- A copy of the Petition to all municipalities, counties and townships within 1.5 miles of the proposed routes. (Petition Ex. E.)

The Commission can rest assured that the recommendations now under consideration are the product of a fair and transparent process – a process, by the way, which extended far longer

than 225 days. Public meetings began in May 2012, with nearly 100 such meetings being held before ATXI even filed its application. (ATXI Exs. 4.0 (Murphy Dir.), pp. 3-4; 4.1.) Staff witness Mr. Rockrohr stated he was impressed with the presentations at the meetings. (Tr. 261.) It is highly misleading to suggest that the public was in the dark about the Project until the day ATXI filed its application. The reality is that by the time the application was filed, the routes presented to the Commission reflected substantial public input. And when ATXI filed its application in November 2012, its filing included thousands of pages of information – information that Staff and Intervenors would not have received with the filing had it not been filed under the expedited process. In a traditional Section 8-406 proceeding, this information would have only been produced in discovery (Tr. 260-61), which realistically would have taken months.

The level of participation in this docket is itself a reflection that the expedited process has worked. Over 70 parties intervened in this proceeding, and 36 parties filed testimony. Intervenors were permitted to propose alternate routes – despite the fact that there is no requirement in Section 8-406.1 that they be allowed to do so. Many of the Intervenors proposed alternative routes other than ATXI's Primary and Alternate Routes – in all, approximately 24 routes or route modifications were proposed. ATXI sought to accommodate as many concerns as it could, where feasible and appropriate and within the limitations of sound engineering judgment. Seven different groups of landowners ultimately signed stipulations with ATXI, in some cases based on an Intervenor-proposed route (See Stip. Exs. 4, 6, 7.) It is also worth noting that many of the parties' complaining about the expedited process have themselves endorsed a particular route. (See e.g., ATXI Cross Ex. 6.0 (in which 10 of 13 ACPO witnesses, express support for the adoption of ATXI's "hybrid" route from Quincy to Meredosia).)

The very law that Staff agrees is the touchstone for approval of the certificate – Section 8-406.1 – cannot also be an impediment to granting the certificate. The procedural requirements of the statute, including the deadline for consideration, carry the same legal significance as the substantive requirements of need, managerial capability and financial ability. Any suggestion that the Commission should enforce some parts of the statute but not others must be rejected.

VII. CONCLUSION

For the reasons set out above and in ATXI's Initial Brief, the Commission should issue ATXI a Certificate of Public Convenience and Necessity under Section 8-406.1 of the Act authorizing ATXI to construct, operate and maintain a new 345 kV electric transmission line and related facilities, including new or expanded substations at Quincy, Meredosia, Ipava, Pawnee, Pana, Mt. Zion, and Kansas, as set forth in record in this proceeding.

The Commission should also issue an order pursuant to Sections 8-406.1(i) and 8-503 of the Act authorizing or directing construction of the Project.

Dated: June 10, 2013

Respectfully submitted,

Ameren Transmission Company of Illinois

/s/ Albert D. Sturtevant

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CERTIFICATE OF SERVICE

I, Albert Sturtevant, an attorney, certify that June 10, 2013, I caused a copy of the foregoing *Ameren Transmission Company of Illinois' Reply Brief* to be served by electronic mail to the individuals on the Commission's Service List for Docket 12-0598.

/s/ Albert D. Sturtevant

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